



## MINUTES

### SELECT BOARD

01/19/2021

Present: Select Board Member, Bernard Greene, Select Board Member, Nancy S. Heller, Select Board Member, Raul Fernandez, Select Board Member John VanScoyoc

5:00 pm recorded meeting via the Zoom virtual meeting platform

#### OPEN SESSION

Question of entering into Executive Session for the reasons stated in items 2 and 3.

Chair Greene declared that the Select Board shall enter into executive session for the purpose of considering the purchase, exchange, lease or value of the real property of 15 Newton Street, because an open meeting may have a detrimental effect on the negotiating position of the public body. And, to review/approve executive session minutes. The board will reconvene in open session.

On motion it was,

Voted to enter into executive session.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### EXECUTIVE SESSION - REAL PROPERTY

For the purpose of considering the lease of the real property located at 15 Newton Street (Larz Anderson Auto Museum), if the chair declares that an open meeting may have a detrimental effect on the negotiating position of the public body.

#### EXECUTIVE SESSION - EXECUTIVE SESSION MINUTES

For the purpose of approving Executive Session minutes from January 12, 2021.

#### ANNOUNCEMENTS/UPDATES

Select Board to announce recent and/or upcoming Events of Community Interest and COVID-19 update.

Bernard Greene: It is almost over, Inauguration Day is tomorrow

The MLK event was held virtually and is available to watch on the Town's MLK webpage; it was a good program.

Vice Chair Hamilton: TBB Scholarships, Inc. is dedicated to providing college or vocational school scholarships to young women who are residents of Brookline, Newton, or Wellesley, Massachusetts.

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Please take a look into this important program.

John VanScoyoc: the survival of restaurants will hinge on their ability to make it through. They are surviving on takeout orders, in person with no delivery services which cost them significantly.

#### COVID UPDATE

Dr. Jett, Director of Health and Human Services, gave a brief review of the current case numbers related to Covid. There is a rise that was inevitable. After the recent holidays there has been a significant increase in cases mostly contributed to travel. The fastest growing age groups are 10-19 and 20-30. He gave a review on recent cases in schools, both public and private. (information is on the Town's website)

Dr. Mayer commended Dr. Jett who is working tirelessly to control the virus and keep community spread low by providing communication and education. We need to hold on for a couple of months so our cases can stay low. There will be a program coming up on February 7th to talk about the vaccine. Dr. Jett added that more people are wearing mask in Brookline, which is a saving grace. He spoke on protocols when an employee of a business has tested positive.

Vaccine roll out: Dr. Jett is hoping that in next two weeks there will be more data and more vaccine available and he hopes to get them dispersed quickly. He spoke briefly on school sports, and he has asked the schools to shift the sports season to February; he does not want kids to miss a season, and does not them to be sick for a season. He also added that anytime people are eating inside for thirty minutes, the virus will spread. Also, the longer we are in a pandemic the least likely people will follow protocol; this will be a difficult challenge.

The board acknowledged Dr. Jett's efforts and that Brookline is doing better in keeping case numbers lower than most communities.

Town Administrator Kleckner added it is not clear when the vaccine will be available to the general public; we will keep the Town's webpage updated.

#### PUBLIC COMMENT

1. Sheri Simmons spoke on the prohibition on school sports. There is no data that suggest outside sports are at a greater risk. She asked why gyms and indoor dining are allowed yet kids cannot play outside soccer, and they need this level of activity at this time.
2. Detective Michael Keaveney, representing the Brookline Police Union, spoke on Board member Fernandez's comments last week. He noted that last week's bias rhetoric displayed a disgraceful kind of hatred because one has a different opinion than your own. We serve this town with respect and dignity. He reviewed the department's commitment to the community, and added if these remarks were directed towards any other group, people would stand up and condemn the comments. The union feels that Board member Fernandez has been against them and is only concerned with serving his personal agenda, and never shown support for the department. Any government official that incites violence in this day in age is dangerous. There is no double standard in citing violence and we implore the Select Board members to do the right thing and condemn the comments made by Mr. Fernandez.
3. Casey Hatchett, TMM#12, Brookline Police officer and member of the Police Reform Task Force, spoke as an individual on the assault launched on the Police Department by Board



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member Fernandez on something that had nothing to do with the department, calling us clear and present danger to our community. For 22 years I have served my community with fairness and integrity, I did not vote for Trump; however 3,000 neighbors did, including Town Meeting Members, local officials, doctors, lawyers all that are clearly entitled to do so. Not a single member of the Brookline Police force showed up at the Capital rally. That one story was chosen to betray all of us as racist; this has to stop, we had nothing to do with it. Board member Fernandez could have chosen to celebrate us for what we have done over the years and how we evaluated our work; instead he is leading the effort to tear down the department. It is time for the Select board to stand up and support dept.

4. Jenny Dogget, spoke on the vaccine roll out and how the Town's website is complicated to decipher through and the information is not clear. She hopes there will be weekly update on the Covid crisis moving forward.
5. Donelle O'Neal, TMM#4 thanked the Town Administrator for holding the budget forum last week. There was a lot of information that many needed to hear. After hearing the police officers, there are two police committees, are there any plans on holding a public forum for with the police and the public so we can all speak.
6. Deborah Brown: Last week's finance forum was a great presentation. The Brookline Improvement Coalition is in the process of developing a Strategic Plan to address affordable housing. This will only work if we all work together. Raul does not hate anyone, he is a kind person, and the solution is not to push back with more acrimony.
7. Ryan Black added that the police comments are in bad faith. Raul comments were based on the capital event. Anytime someone lightly criticizes the police they push back, they took the comments out of context and used it for opportunity.
8. Bob Lepson, TMM#9 spoke in support of Board member Fernandez, a person without a hateful bone in his body and supports the town he loves.

Board member Fernandez said that he needs to respond to this PR by the Police Union as we continue to ensure public safety and that we have the best model to do that, we have done our research survey which revealed strong support for limited duties and greater transparency in the police department. All our meetings are recorded, and please review how many times I have mentioned defunding the police; I have not. My comments from last week are available in the minutes and on the meeting video. Yes, I am concerned with anyone supporting this president after the events at the Capital. If you still support him there is a problem with you especially if you have a badge and a gun. My words were thoughtful and measured, to twist my words in this way is the lowest of low. I am glad to have a conversation on these comments. We are not proposing anything related to the department that is not well supported by the community.

#### MISCELLANEOUS

Question of approving the meeting minutes from January 12, 2021.

On motion it was,

Voted to approve the meeting minutes from January 12, 2021 as amended.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

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AUTHORIZATION TO HIRE

Question of approving the authorization to hire for the position of Community Planner (GN-11) in the Planning Department.

On motion it was,

Voted to approve the authorization to hire for the position of Community Planner (GN-11) in the Planning Department.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### ALTERNATE MANAGERS

Question of approving the applications for Alternate Managers Shaka Ramsay and Joseph Daddario for NETA at 160 Washington Street Brookline, MA.

On motion it was,

Voted to approve the applications for Alternate Managers Shaka Ramsay and Joseph Daddario for NETA at 160 Washington Street Brookline, MA.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### CALENDAR

The following candidates for appointment/reappointment to Boards and Commissions will appear for interview:

##### Commission for Diversity, Inclusion, and Community Relations

Jonathan Lau  
Ihssane Leckey

##### Conservation Commission

Pamela Harvey

Jonathan Lau is a business owner and resident for over 35 years. He would like to see those of Asian descent become more involved in the town. There are a lot of Asian families choosing Brookline as their community. He would like to see the Chinese New Year events celebrated by all Asian descent and expanded to other locations across the town, not just limited to the Coolidge Corner library.

Ihssane Leckey is engaged in town around issues of diversity and inclusion in the school system. She would like to work on supporting immigration, and housing and address discrimination in housing. Ms. Leckey spoke on English as a second language and how those with means are able to provide private lessons while lower income households struggle. Ms. Leckey ran for congress and connected with communities across the district especially with those underrepresented, and spoke during her campaign on how Brookline is struggling with racism and how some have been treated unfairly by police. There are good hearts here fighting for all of us.

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Pamela Harvey is applying for reappointment. She has served for a couple of terms and is an environmental lawyer. Ms. Harvey serves on the Massachusetts Association of Conservation., and is interested in preserving wetlands. Wetlands are important and provide important public functions, providing flood control and protecting water quality and ground water quality. She worked on the Open Space Plan and Article 97 implications.

#### NEW COMMON VICTUALLER/ENTERTAINMENT LICENSE

Question of approving the application of a new Common Victualler license for Bozan Yang d/b/a OneZo/ZZDessert at 1376a Beacon Street. Hours of operation will be Monday –Sunday 11:00 am to 10:00 pm. Seating will consist of 12 seats.

Question of approving the application of a new Entertainment license for Bozan Yang d/b/a OneZo/ZZDessert at 1376a Beacon Street. Entertainment will consist of radio and televisions Monday –Sunday 11:00 am to 10:00 pm.

Applicant Bozan Yang reviewed the proposed establishment that will sell teas with various cake toppings. He reviewed their Covid related safety precautions. At this time there will be only two tables available.

On motion it was,

Voted to approve the application of a new Common Victualler license for Bozan Yang d/b/a OneZo/ZZDessert at 1376a Beacon Street. Hours of operation will be Monday –Sunday 11:00 am to 10:00 pm. Seating will consist of 12 seats.

Voted to approve the application of a new Entertainment license for Bozan Yang d/b/a OneZo/ZZDessert at 1376a Beacon Street. Entertainment will consist of radio and televisions Monday –Sunday 11:00 am to 10:00 pm.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### INNHOLDER LICENSE PUBLIC HEARING

Question of approving the application for Claremont Brookline Suites, LLC. D/B/A Homewood Suites for an Innholder License at 111 Boylston Street Brookline, Massachusetts. The Innholder Application seeks approval for the operation of a 134 room hotel.

Chair Green noted that this is a record keeping item.

Brian Hughes, representing the hotel said that the hotel opened in 2016 and has been running successfully ever since. Apparently through the liquor license renewal process it was discovered that the Innholder license was never applied for; an oversight. They immediately filed the appropriate paperwork.

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Rick Roberto, Manager, gave a brief review of their operations. Their occupancy rate is down; however they are making it through due to their relationship to the hospitals. At the onset of Covid they had to lay off 65% of the staff; they are now at 65%. Vice Chair Hamilton thanked them for allowing NETA to use their parking garage. Mr. Roberto responded that others have sought that use; however NETA worked out because it is only during the day. Board member VanScoyoc asked if they would contribute the Boylston St. Corridor committee group. Mr. Roberto replied yes they would.

Public hearing: no speakers.

On motion it was,

Voted to approve the application for Claremont Brookline Suites, LLC. D/B/A Homewood Suites for an Innholder License at 111 Boylston Street Brookline, Massachusetts. The Innholder Application seeks approval for the operation of a 134 room hotel.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### 83 LONGWOOD 40B SITE APPROVAL PUBLIC HEARING

Presentation and review of the application for site approval that was submitted by 83 LONGWOOD AVE, LLC to MassHousing in accordance with M.G.L c.40B to construct a residential building at 83 Longwood Avenue. The Board will hear a preliminary project presentation from 83 LONGWOOD AVE, LLC followed by public comment on the matter.

Attorney Jennifer Gilbert introduced the team.

Property owner Danny Danesh gave a brief overview of their family business and other developments of theirs in town, which includes 45 Marion Street and 455 Harvard Street. 83 Longwood Avenue is a large parcel that is zoned as an M-2.0., in a dense district of town. The Danesh company owns the properties both to the left and right of this site. Across the street is a ten story building at 90 Longwood, a Brookline Housing Authority property. This site at 83 Longwood is currently underutilized as a small property on a large parcel.

Architect Peter Bartash gave a slide presentation of the proposed development at 83 Longwood Avenue. Overview:

- Convenient to public transit
- 64 units with 13 affordable at 50% AMI - 1, 2 and 3 bedrooms
- Affordable rents: 1 bedroom \$975 2 bedroom \$1,100 3 bedroom \$1400 (approximate)
- Market rate rents 1 bd \$2,200 2 bds \$3,000, 3 bds \$4,000 depend on floor and size.(approximate)
- 98 parking spaces with space for bikes
- Brick material
- Oversized windows
- Bring down visual mass and scale so it feels like it transitions to a lower scale along the avenue.
- 99 ft with 7 total floors.
- Three levels of parking.
- 5 foot setback side line 5 foot setback in the front.

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Select Board member Heller said there are many deficiencies with this proposal. You are demolishing a lovely old Victorian house and replacing it with a big box that is grossly oversized. Just because something appears to be underutilized doesn't mean you have to develop every square inch of the parcel leaving no open or green space which is very valuable to the community.

Chair Greene agreed there is little green space leaving a heat island.

Board member VanScoyoc agreed with Ms. Heller. He does not agree with the justification that this proposal fits because there are buildings in the immediate vicinity as high as or higher than this proposal. The opposite argument could apply; there are already a dozen large buildings in this area and what we may need is some occasional relief for this area.

Alison Steinfeld, Director of Planning reviewed that the town is at 9.9% at Subsidized Housing Inventory (SHI), 26 units shy of the 10% mark. She reviewed the process for the comprehensive permit and if approved the applicant will get all the benefits of the 40b. The Zoning Board of Appeals would have a difficult time rejecting the proposal unless there are onerous conditions on it. Also, any project will put us over the 10% in this situation this won't get a permit for at least 8 months.

Board member Fernandez asked about the proposed 98 parking spaces; is this appropriate for a 64 unit building?

Mr. Danesh responded that they expect that there be at least one or more vehicles per unit. There is a real demand for parking in the area. The parking rates are not included in the rents. This will be discussed before the ZBA once they get there.

Vice Chair Hamilton noted that she lives next door and rents a parking space at this site; there is an above average need for parking in this neighborhood because many of the older buildings do not have parking attached. With a pent up demand for housing we have to weigh how housing is used.

Public hearing:

1. Jonathan Klein, TMM#10 and neighbor said he is delighted to see an underutilized lot with a house that is out of place be replaced with something more appropriate for this neighborhood. There is a need for housing and he supports the 50% median income levels for the affordable units. He is concerned with the amount of parking spaces; it seems like a lot.
2. Amanda Zimmerman stated that the 10% threshold is a low floor to aim for and we should make efforts to keep us well above the 10%. She is pleased to see the AMI at 50%, and glad to see three bedrooms included in the affordable units.
3. Lisa Cunningham spoke about fossil fuel free aspects, and asked how the applicant will comply with the Brookline mandate. The town passed a home rule to ask state legislature to give us powers to implement that. Attorney Gilbert responded that they are not making any commitment on that tonight. This team makes every effort to abide by the bylaw even though it has not been approved by the Attorney General.
4. Michael Zoorob is a neighbor and spoke on hundreds that apply for affordable housing. He supports the proposal and the affordability. If we can't fit it here, where can we fit more units? If this was built to zoning, there would be more parking on site.

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5. Deborah Brown, TMM#1 spoke in support of this development and a fossil free fuel building. This is an opportunity to step outside the comfort zone and review who would benefit here; this is a great opportunity for our workforce to live here.
6. Marcia Lapson, an abutter behind the parcel spoke on the proposed setbacks and the height that would tower over her home. She thinks the development should be more sensible. She also spoke on traffic which is already an issue in the area especially for those heading into the hospital area.
7. Richard Jones added that the building is too big for this site. Those that are that big have substantial setbacks. Are we going to allow high rises for very opportunity or maintain them to scale. He does not want to become the seaport district with a block sitting right on the sidewalk.
8. Joseph Upham noted that some say we need green space or affordable housing, an either or. This could be esthetically expectable while fulfilling our housing needs without being a giant block. Their other projects on Marion and Harvard Streets are different situations and streetscapes.
9. Mrs. Upham added it is interesting that there is no evidence on the impact to actual properties behind the proposed site on Sterns and Lawrence Roads. This neighborhood has issues with water runoffs from those properties, and now you are putting a giant box on top of it, with no setbacks. Also why are they zoned to do this while others can't in efforts to alter their own property?

Ms. Steinfeld responded that the ZBA will consider the water runoff.  
Chair Greene closed the hearing.

Board member VanScoyoc spoke on the tradeoffs related to 40b developments. He feels communities do not get enough affordable units considering the tradeoffs they have to allow. A bland and generic structure is not in character with what many identify with Brookline. Due to the flawed chapter 40b we don't get enough in return for what we give up; control of design, massing, height, setbacks that we are forced to give up to receive a minimal amount of affordable housing. We should ask the legislature to give communities more say.

Board member Fernandez noted that the reason people are taking about the 10% is because they don't want smarter development, they want none at all, and we have to understand that too. This is why 40b, anti-snob exists. We want greenspace and everything you can to make a fossil fuel free building. As the project moves forward he hopes they can find a way to incorporate that. We need partners to work with us.

Ms. Steinfeld reviewed the next steps. After the comment letter, the State will consider it and will provide an eligibility letter for a comprehensive permit. It is then on to the ZBA. We are limited under 40b which allows applicants to be exempt from local zoning. Staff can try to make improvements to the project. If we place too many restrictions they can dispute that.

Board member Heller asked to incorporate the water issues with the abutters into the letter.

Please submit written comments to the Planning department.

#### QUESTIONS FOR THE MAY 2021 ANNUAL TOWN ELECTION BALLOT

Question of requesting the Town Clerk to place the following questions on the May 2021 Annual Town Election Ballot pursuant to the action taken at the November 2020 Special Town Meeting:

1. Shall this town accept sections 3 to 7, inclusive of chapter 44B of the General Laws, as

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approved by its legislative body, a summary of which appears below?

2. Shall the town vote to have its elected Town Clerk become an appointed Town Clerk of the town?

Yes \_\_\_\_ No \_\_\_\_

Chair Greene reviewed that item 1 is related to the Community Preservation Act and item 2 is related to the Town Clerk position.

On motion it was,

Voted to request the Town Clerk to place the following questions on the May 2021 Annual Town Election Ballot pursuant to the action taken at the November 2020 Special Town Meeting:

1. Shall this town accept sections 3 to 7, inclusive of chapter 44B of the General Laws, as approved by its legislative body, a summary of which appears below?

Sections 3 to 7 of Chapter 44B of the General Laws of Massachusetts, also known as the Community Preservation Act ("Act"), establishes a dedicated funding source to enable cities and towns to (1) acquire open space, including land for park and recreational uses, wetlands, farm land, forests, marshes, scenic areas, wildlife preserves and other conservation areas, (2) acquire and restore historic buildings and sites, and (3) create affordable housing.

If approved, the funding source for eligible community preservation purposes will be a surcharge of 1% on the annual property tax assessed on real property in the Town of Brookline commencing in fiscal year 2022 and annual distributions made by the state from a trust fund created by the Act. Property owned and occupied as a domicile by any person who qualifies for low income housing or low or moderate income senior housing in the Town of Brookline, as defined in Section 2 of the Act, will be exempt from the surcharge.

A Community Preservation Committee will be established by by-law to study community preservation resources, possibilities and needs, and to make annual recommendations to town meeting on spending the funds. At least 10% of the funds for each fiscal year will be spent or reserved for later spending on each of the Act's three community preservation purposes: (1) open space, (2) historic resources and (3) affordable housing.

2. Shall the town vote to have its elected Town Clerk become an appointed Town Clerk of the town?

Yes \_\_\_\_ No \_\_\_\_

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### HOME RULE PETITIONS PURSUANT TO STM ACTIONS

Question of petitioning the General Court to enact the following legislation in accordance with the action taken at the November 2020 Special Town Meeting:

An Act Authorizing the Town of Brookline to Establish a Means-Tested Senior Citizen Property Tax Exemption

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An Act Authorizing the Town of Brookline to Adopt and Enforce Local Regulations Restricting New Fossil Fuel Infrastructure in Certain Construction

On motion it was,

Voted to petition the General Court to enact the following legislation in accordance with the action taken at the November 2020 Special Town Meeting:

1. An Act Authorizing the Town of Brookline to Establish a Means-Tested Senior Citizen Property Tax Exemption
2. An Act Authorizing the Town of Brookline to Adopt and Enforce Local Regulations Restricting New Fossil Fuel Infrastructure in Certain Construction.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### BOARDS AND COMMISSIONS - APPOINTMENTS

The following candidates for appointment/reappointment to Boards and Commissions:

#### Commission for Diversity, Inclusion, and Community Relations

On motion it was,

Voted to appoint Bishnu Tamang to the Commission for Diversity, Inclusion, and Community Relations for a term ending August 31, 2023 or until a successor can be appointed.

There being no further business, the Chair ended the meeting at 9:38 p.m.

ATTEST





## MINUTES

### SELECT BOARD

**01/26/2021**

Present: Select Board Member, Bernard W. Greene, Select Board Member, Nancy S. Heller, Select Board Member, Heather Hamilton, Select Board Member, Raul Fernandez, Select Board Member John VanScoyoc

6:00pm remote meeting using the Zoom virtual meeting platform

#### ANNOUNCEMENTS/UPDATES

Chair Greene: Jake Auchincloss, our newly elected representative will join the Select Board on February 16, 2021 to provide an update on his agenda and answer some of our questions.

January 27, 2021, The Soul Witness Project will present two pre-recorded panel discussions to commemorate International Holocaust Remembrance Day at the Coolidge Corner Theater

Following up on an allegation that a Brookline Police Officer did not truthfully report an incident at the Sanctuary Marijuana establishment adequately, I had asked Judge Paul Lee to view the video and I did as well, our findings concur with each other and we will provide our report at the Select Board's meeting on February 2, 2021.

Please read the inaugural address and the poem presented by Amanda Gorman, it is worth looking into. To address allegations that the Brookline Police is a racist department; growing up in Philly we had Frank Rizzo as Police Commissioner, an evil person that we endured. Is the Brookline PD perfect, of course not, but it is a good one with areas that need to be fixed as we deal with difficult issues with police both locally and nationally.

Board member VanScoyoc spoke on the Biden inaugural address and its uplifting message to open our souls and stand in another person shoes for a moment. Let us start afresh all of us, listen, hear, see one another, show respect to each other. Politics should not be a raging fire. We Select Board members at times fall short of perfection; at times our words go beyond what is intended causing hurt more than we anticipated. We have to be better than this, and I hope this applies to those that speak at public comment at these meetings. It is not too late to make 2021 different than 2020

Vice Chair Hamilton announced that the Pan Asian Lunar event will be held virtually on February 6, 2021 sponsored by the Brookline Asian American network.

Massachusetts residents age 75 or older can sign up for an appointment to receive the Covid vaccine starting tomorrow

Board member Heller spoke on the amazing inauguration ceremony, and is encouraged by the words from our new President.

The Brookline Green Electricity program is advancing, an update on Climate Action issues

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Chair Greene will not allow comments tonight on the Sanctuary Medicinals incident; there will be a report on the allegations against the police officers next week.

#### PUBLIC COMMENT

1. Marissa Vogt spoke on property taxes and asked that information on taxes be provided to all residents including renters. Polis, an updated accessor's website. The proposed information would lay out how much property tax may go up as a result of overrides, the Community Preservation Act etc. and how that trickle effect may impact renters.
2. Natalia Linos spoke on recent police comments that insinuated that Dr. Fernandez and the Police Task Force members are promoting hate, and that our criminal legal system is not working, the police is not the only institution that has structural racism. We are seeing racism in many aspects as a result of the Covid pandemic and the many inequities.
3. Emy Takinami spoke on a letter that will be circulated by Brookline for Racial Justice relating to recent police comments condemning Select Board Fernandez's statement on the Capital attacks. She fully supports Dr. Fernandez's efforts and finds the police comments to be dishonest attacks.
4. Ryan Black spoke on structural systematic issues going on in the town and the need to face them. The comments earlier tonight from some Select Board members were lazy and not clearly thoughtful, and not supportive of Dr. Fernandez.
5. Susan Park thanked the MLK committee for putting on a really good presentation. She shared some of Dr. King's inspiring comments.
6. Chi Chi Wu, spoke on her support of Select Board Fernandez and the personal attacks placed on him from Police Union members that she felt were over the top and unnecessary. No profession is above reproach and to promote their efforts does mean they are immune from structural racism. The Police Dept is accountable to the tax payers.
7. Ade Ijanusi spoke on Select Board comments promoting peace; it is easy to promote that when you are not a recipient of hateful actions.
8. Select Board Fernandez noted that he has met with the Police Union representatives; a helpful discussion. He spoke on the backlash he has received following the Union's statement. A local Massachusetts racist blog twisted his words and promoted racist insults, issued serious threats, comments, hate filled emails, phone calls etc. He has endured racist comments on his policy beliefs, etc., sadly par for the course for political members especially those of color. He is unintimidated and undeterred and will continue his work. Please show up to the task force meetings to see what they are all about. We all need to work together and stand up against this hateful rhetoric.

Board member Heller offered that she would support a criminal investigation on the threats received by Board member Fernandez

#### MISCELLANEOUS

Question of approving the meeting minutes from Tuesday, January 19, 2021.

The minutes were held.

#### AUTHORIZATION TO HIRE – HEALTH AND HUMAN SERVICES

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Question of approving the authorization to hire a replacement for the Public Health Specialist (GN-10) in the Environmental Health division of the Health and Human Services Department.

On motion it was,

Voted to approve the authorization to hire a replacement for the Public Health Specialist (GN-10) in the Environmental Health division of the Health and Human Services Department.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### AMENDMENT

Question of approving Amendment 19 for the BHS Expansion Project - MBTA Station with William Rawn Associates for Geotechnical Services in the amount of \$17,888.

On motion it was,

Voted to approve Amendment 19 for the BHS Expansion Project - MBTA Station with William Rawn Associates for Geotechnical Services in the amount of \$17,888.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### CHANGE ORDER

Question of approving Change Order No. 7/PCCO No. 14 for the Brookline High School Expansion project with Skanska in the amount of \$28,858.

On motion it was,

Voted to approve Change Order No. 7/PCCO No. 14 for the Brookline High School Expansion project in the amount of \$28,858.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### GRANT

Question of accepting the FY 2021 State 911 Department and Support Incentive Grant for the Police Department in the amount of \$248, 276.

On motion it was,

Voted to accept the FY 2021 State 911 Department and Support Incentive Grant for the Police Department in the amount of \$248, 276.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

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Question of accepting the FY 2021 State 911 Department Training Grant for the Police Department in the amount of \$21,952.55.

On motion it was,

Voted to accept the FY 2021 State 911 Department Training Grant for the Police Department in the amount of \$21,952.55.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### CONTRACT AMENDMENT

Question of approving Contract Amendment #2 for the Michael Driscoll School project with Gilbane Building Company for added preconstruction services in the amount of \$7,350.

On motion it was,

Voted to approve Contract Amendment #2 for the Michael Driscoll School project with Gilbane Building Company for added preconstruction services in the amount of \$7,350.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### CONTRACT

Question of approving the proposed contract between the Town of Brookline and Miller Dyer Spears with Sasaki for the John R. Pierce School for design services for the feasibility and schematic design phases of the project in the amount of \$1,294,466.

On motion it was,

Voted to approve the proposed contract between the Town of Brookline and Miller Dyer Spears with Sasaki for the John R. Pierce School for design services for the feasibility and schematic design phases of the project in the amount of \$1,294,466.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### CALENDAR

#### COVID-19 UPDATE

Brookline COVID-19 Update provided by Dr. Swannie Jett, Director of Health and Human Services.

Dr. Jett, Director of Health and Human Services gave a brief update on the COVID pandemic.

- Increase in cases – last week Brookline had 100 cases
- Sports resumed on January 25, 2021
- The vaccine is rolling out to residents over 75 years old as indicated on media outlets

### 3.A.

In Select Board

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- There is a vaccine shortage

#### POET LAUREATE DISCUSSION

Presentation, discussion, and possible vote on the amended Brookline Poet Laureate guidelines as voted by the Brookline Commission for the Arts.

Daniel Gostin, member of the Brookline Commissioner for the Arts reviewed the changes made after the last meeting with this Board. The Commission decided to keep the title of Poet Laureate specifically. They are still in unanimous agreement to change some of the parameters to include other literary artist, including but not limited to writers and other artists of fiction nonfiction spoken word poetry songwriting and playwriting. The terms will be three years, with a stipend of \$1,500 per year.

Former Poet Laureate Zvi Sesling offered revisions that focus more on accomplished poet qualifications.

Chair Greene agreed, he thinks the proposal is a good one; but the person should at least be a poet, a special art form.

Board member Fernandez added that this proposal specifically seeks to expand the universe of possibilities for this role beyond simply someone who identifies themselves as a poet. He supports the commission's proposal.

Vice Chair Hamilton agreed, she added that she does not see a downside with expanding and experimenting, we can always go back, but why not see what happens. I think we can only improve from here, and get more interest more community interest and more interest from the artist community.

Board member Heller offered a Poet Laureate one year and a song writer etc. another year in a rotating format.

On motion it was,

Voted to approve the amended Brookline Poet Laureate guidelines proposal as voted by the Brookline Commission for the Arts.

Aye: Bernard Greene, Nancy Heller, Heather Hamilton, Raul Fernandez, John VanScoyoc

#### 83 LONGWOOD PROJECT ELIGIBILITY LETTER

Question of authorizing the Chair to execute a letter to the Massachusetts Housing Finance Agency (MassHousing) conveying the Select Board's comments on an application submitted to MassHousing for a Project Eligibility Letter relative to 83 Longwood Avenue in order to apply to the Town for a Comprehensive permit under c.40B.

Planning Director Alison Steinfeld reviewed the Project Eligibility Letter.

### 3.A.

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Board member Heller asked about preservation aspects to be incorporated in efforts to preserve the property in question.

Ms. Steinfeld responded that the Preservation Commission has imposed a stay, but it has no validity within a 40B project.

Vice Chair Hamilton indicated that she will be abstaining because she rents a parking space from this neighbor.

On motion it was,

Voted to authorize the Chair to execute a letter to the Massachusetts Housing Finance Agency (MassHousing) conveying the Select Board's comments on an application submitted to MassHousing for a Project Eligibility Letter relative to 83 Longwood Avenue in order to apply to the Town for a Comprehensive permit under c.40B.

Aye: Bernard Greene, Nancy Heller, Raul Fernandez, John VanScoyoc

Abstained: Heather Hamilton

#### HOUSING PRODUCTION PLAN UPDATE

Presentation and discussion on the Housing Production Plan, including timing of release of a Request for Proposals for consultant services from the Planning Department.

Chair Greene noted that the board is not commenting on the Housing Production Plan tonight, they are reviewing the request for proposal to seek consulting service to prepare a new Housing Production Plan.

Joe Viola, Assistant Director of Community Planning gave a PowerPoint presentation, on the Housing Production Plan updates.

- The Town's first HHP was completed October 2016 to chart a course to achieve 10% affordability housing
- Brookline currently engages in five of the six "Best Practices" set forth by The Boston Foundation's Greater Boston Housing Report Card for 2019:
- Best Practices
- Major Tasks
- Consultant work plan
- strategies update

Mr. Viola added that they have developed an RFP scope that will ensure that the plan meets the state's requirements for housing production.

Chair of the Brookline Housing Advisory Board, Roger Blood, added that the consultants work will begin with a real needs assessment. The consultant will identify the scope of work, process timelines and personnel. By the end of the year, the planning and development priorities regarding housing and related uses will translate those into appropriate zoning bylaw proposals. There will be a working group which is described in the proposal as including a staff member and planning board member; we has some recent discussions contemplating having a member of the advisory committee as a networking

### 3.A.

In Select Board

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group. Mr. Blood anticipates the cost to be more than the last one which was about \$35k. The funds will come from the housing trust fund.

Board member Heller spoke about the strain on the town's infrastructure like schools, recreation, and libraries that comes with additional housing units. Which is a financial issue, and we need to know the tax impact and if it will be enough to cover the increased infrastructure needs.

Chair Greene responded that they need to be careful when addressing schools etc. from a legal standpoint.

Linda Pehlke, TMM#2 noted that this RFP is very different than the previous one. She views the purpose of this plan is to focus and identify zoning proposals designed to create new housing. She addressed some shortcomings she feels are related to the proposal. The scope and tasks, and the RFP should have been created and vetted by a much wider representation of community and the many stakeholders that stand to be impacted. We need to know what the impacts of additional housing is going to be before we set off on the policy path of devising zoning strategies and adding more housing.

This RFP is a proposal for a housing planning process that's already assumed that the community has decided they wish to pursue substantial additional housing units without doing the requisite inventory or analysis that is called for and included in article 34. This production plan isn't an adequate substitute for robust comprehensive planning.

Paul Warren TMM#1 spoke on the 10% subsidized housing inventory (SHI) and how the town keeps wrestling with that. Why not make it 15% or 20%? This is a really important issue, and the HPP study is in part the development of a public policy recommendation, not only for affordable housing, but also the development of all housing growth in Brookline. This would be specifically enabled by the changes in the zoning. He offered a reimagining task force on housing in resolving what will potentially touch every resident within Brookline. He encouraged the Select Board and also the individuals putting together an RFP, to have a robust public process. He also noted that there is a chance that some warrant articles may come forward that addresses the HHP.

Ms. Steinfeld added that this will be an interactive process.

Board member VanScoyoc addressed Ms. Heller's concerns on the strain on the infrastructure; this will be a real concern, and how do we address that. Housing that adds children to the school system, etc., we have to coordinate that strategy with a commercial development strategy that will improve our commercial tax base and so there is the revenue to deal with the added pressures on the infrastructure, whether it is the school system, parks and playgrounds, etc.

The consensus of the board was to recommend that the Planning Department move forward with the RFP process.

#### SELECT BOARD FY22 BUDGET OBJECTIVES

Question of approving the Select Board's FY 2022 Budget Objectives.

Assistant Town Administrator Justin Casanova-Davis reviewed the Select Board's proposed budget objectives. The board reviewed them and made some slight edits. Mr. Casanova-Davis will

### 3.A.

In Select Board

01/26/2021

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incorporate them and return next week for approval.

#### BOARDS AND COMMISSIONS - APPOINTMENTS

The following candidates for appointment/reappointment to Boards and Commissions:

##### Commission for Diversity, Inclusion, and Community Relations

On motion it was,

Voted to appoint Lhssane Leckey to the Commission for Diversity, Inclusion, and Community Relations for a term ending August 31, 2021 or until a successor can be appointed

Voted to appoint Jonathan Lau to the Commission for Diversity, Inclusion, and Community Relations for a term August 31, 2022 or until a successor can be appointed

##### Conservation Commission

On motion it was,

Voted to reappoint Werner Lohe to the Conservation Commission for a term ending August 31, 2023 or until a successor can be appointed.

Voted to reappoint Pamela Harvey to the Conservation Commission for a term ending August 31, 2022 or until a successor can be appointed.

Voted to reappoint Marian Lazar to the Conservation Commission as an Associate member for a term ending August 31, 2023 or until a successor can be appointed.

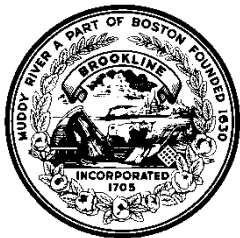
Voted to appoint Will Cordin to the Conservation Commission for a term ending August 31, 2023 or until a successor can be appointed.

Voted to reappoint Samuel Burrington to the Conservation Commission for a term ending August 31, 2022 or until a successor can be appointed.

There being no further business, the Chair ended the meeting at 9:05 pm.

ATTEST





**TOWN OF BROOKLINE**  
*Massachusetts*  
**DEPARTMENT OF PUBLIC WORKS**  
January 21, 2021

*Erin Chute Gallentine*  
Commissioner

Select Board  
Town Hall  
Brookline, MA 02445

Dear Board Members,

Attached for your approval is Extra Work Order No. 11 in the amount of \$162,000.00 for D'Allessandro Corporation, Contract No. PW/14-19, "Rental Rates for Snow Plowing and Ice Control". This contract amendment is submitted to cover a current deficit in snow and ice control costs and is anticipated to provide adequate funding to close out expenditures for the remainder of the winter season.

The original contract was approved by the Select Board on November 13, 2013 and extended on September 18, 2018 for a three year term, in the amount of \$76,900 annually to cover anticipated costs for the winters of 2018-2019, 2019-2020 and 2020-2021. On December 31, 2020, the Town administrator authorized the invocation of Massachusetts Chapter 44, section 31D thereby allowing the Department to overspend the budget for snow and ice control and continue winter operations.

Your approval of this extra work order is respectfully requested.

Sincerely,

Erin Gallentine  
Commissioner of Public Works

Cc: Mel Kleckner, Town Administrator  
Kevin Johnson, Director of Highway and Sanitation

TOWN OF BROOKLINE

ENGINEERING DIVISION

EXTRA WORK ORDER

Number 11

I, Peter J. Priatolari duly authorized representative of D'Allessandro Corp., Contractor, agree to perform all labor and supply such materials as may be necessary to perform additional snow plowing and ice control under the contract for Rental Rates for Snow Plowing and Ice Control:

I further agree that the amount or amounts paid to D'Allessandro Corp., Contractor, for performing the above-specified work shall be at the contract unit prices.

Additional snow plowing and ice control

\$162,000.00

The work is in connection with the contract between D'Allessandro Corp., and the Town of Brookline, Massachusetts, "Rental Rates for Snow Plowing and Ice Control," Contract No. PW/14-19, dated October 29, 2013.

Approved:

D'Allessandro Corp.

(Contractor)

1/26/2021

Date

  
Authorized Representative

Approved:

Jim Gallentine

Commissioner of Public Works

Town Administrator

# Town Of Brookline

## Contract Amendment Approval Form

Department: Public Works/Engineering Division

Contract #: PW/14-19 Rental Rates for Snow Plowing and Ice Control

Vendor Name and Address: D'Allessandro Corp., 41 Ledin Dr, PO Box 245  
Avon, MA 02322-0245

Change Order/Extra Work Order #: 11

Purchase Order #: 21100086

Amount of Amendment \$ 162,000.00

Purpose of Amendment:

<b>Description:</b> Additional snow plowing and ice control

Coding:

Org #	Org Name *	Acct #	Acct Name	Amount
42004230		523070		\$162,000.00

- For "K" or "C" accounts, please call it "CIP", preceded by your Dept (e.g., 4909K001 would be "DPW CIP").

Department Head: *Jim Gallentine*

Date 1/26/2021

### Comptroller and Purchasing Approvals

Funds Available/Codes Correct *JB*  
 Comptroller

1/27/2021  
 Date Approved by Comptroller

Complies with Appropriate Procurement Law *[Signature]*  
 (MGL ch 149, ch 30 30 30M, or ch 30B) Purchasing

1/27/21  
 Date Approved by Purchasing



**TOWN OF BROOKLINE**  
*Massachusetts*  
**DEPARTMENT OF PUBLIC WORKS**

*Erin Chute Gallentine*  
Commissioner

## **Memorandum**

---

To: Select Board  
From: Erin Gallentine, Commissioner of Public Works  
Date: January 26, 2021  
Re: Extra Work Order for Contract No. PW/20-03 for Snow Related Response

For your meeting on February 2, 2021, I respectfully submit for your approval Extra Work Order Number 1 for work by North-Eastern Tree Service, Inc. in conjunction with Contract No. PW/20-03, Upkeep of Trees and Related Work in the amount of \$50,235.00.

Each year the *Upkeep of Trees and Related Work* Contract is adjusted for snow and ice storm related services. This contract provides for emergency response forestry crews, bucket trucks and log loaders to respond to tree and limb failures associated with snow and ice storm events. North-Eastern Tree has served through several storms this season starting with the October 30, 2020 event. This particular snow storm caused significant damage as most trees had not dropped their leaves and the weight of the snow lead to major tree damage and failures. To date \$35,325 has been spent on snow and ice related forestry response services. The department proposes an additional \$14,910 for anticipated forestry services associated with winter storm events for a total Extra Work Order proposal of \$50,235.00.

We respectfully request approval of Extra Work Order Number 1 for work by North-Eastern Tree Service, Inc. in conjunction with Contract No. PW/20-03, Upkeep of Trees and Related Work in the amount of \$50,235.00.

TOWN OF BROOKLINE

ENGINEERING DIVISION

## EXTRA WORK ORDER

Number 1

I, Michael S. Sepe, duly authorized representative of North-Eastern Tree Service, Inc., Contractor, agree to perform all labor and supply such materials as may be necessary to perform additional storm related tree work under the contract for Upkeep of Trees and Related work.

I further agree that the amount or amounts paid to North-Eastern Tree Service, Inc., Contractor, for performing the above-specified work shall be as follows:

Additional storm related tree work \$50,235.00

The work is in connection with the contract between North-Eastern Tree Service, Inc., and the Town of Brookline, Massachusetts, "Upkeep of Trees and Related Work," Contract No. PW/20-03, dated June 25, 2019.

Approved:

North-Eastern Tree Service, Inc.  
(Contractor)

1/21/21  
Date

[Signature]  
Authorized Representative

Approved:

[Signature]

Commissioner of Public Works

\_\_\_\_\_  
Town Administrator

# Town Of Brookline

## Contract Amendment Approval Form

Department: Public Works/Engineering Division

Contract #: <sup>20</sup>PW/17-03 Upkeep of Trees and Related Work

Vendor Name and Address: North-Eastern Tree Service, Inc., 1000 Pontiac Avenue, Cranston, RI 02920

Change Order/Extra Work Order #: 1

Purchase Order #: 21100028

Amount of Amendment \$ 50,235.00

Purpose of Amendment:

Description: Additional storm related tree work

Coding:

Org #	Org Name *	Acct #	Acct Name	Amount
42004230		523070		\$50,235.00

- For "K" or "C" accounts, please call it "CIP", preceded by your Dept (e.g., 4909K001 would be "DPW CIP").

Department Head: *Jim Gallentine*

Date 1/26/21

### Comptroller and Purchasing Approvals

Funds Available/Codes Correct

*[Signature]*  
Comptroller

1/27/2021  
Date Approved by Comptroller

Complies with Appropriate Procurement Law  
(MGL ch 149, ch 30 30 30M, or ch 30B)

*[Signature]*  
Purchasing

1/27/21  
Date Approved by Purchasing

## ZONING COORDINATOR/PLANNER

Grade GN-10

### PRIMARY PURPOSE

Professional planning and administrative work in support of the Planning and Community Development and Building Departments, particularly the zoning functions as well other related work, as required.

### ESSENTIAL DUTIES AND RESPONSIBILITIES

*The essential functions or duties listed below are illustrative of the type of work that is performed. The omission of specific statements of duties does not exclude them from the position if the work is similar, related, or a logical assignment to the position.*

Provides staff support to the Zoning Board of Appeals (ZBA) to insure that the ZBA meets statutory timelines and fulfills its responsibilities under MGL Chapters 40A and 40B and the ZBA's own regulations.

Coordinates the administrative tasks of the Planning and Community Development Department, Building Department and Town Clerk's Office to insure that the ZBA performs its functions in a timely and efficient manner that is consistent with statute, bylaw and regulation.

Oversees professional and administrative and support to the ZBA involving scheduling, posting and noticing ZBA meetings; meets with Applicants to discuss their proposals; provides members with all relevant material in advance of the meeting or hearing; attends ZBA night meetings (typically once per week); takes minutes and posts them in a timely manner; prepares ZBA decisions; and files them with the Clerk's Office consistent with statutory deadlines.

Reviews ZBA applications and determines if they are complete and, if not, identifies deficiencies in the application prior to their submission to the Town Clerk.

Accepts final decisions from ZBA Chair, insures decisions are stamped by the Town Clerk; posts decisions to Town website, and provides notice of decision to appropriate property owners.

Maintains all ZBA records. Develops processes, procedures and tracking methods for ZBA-imposed conditions set forth in decisions to insure that the Applicant complies with said conditions and that appropriate Town officials and staff are aware of potential enforcement needs on an ongoing basis.

Prepares planning related reports, including zoning and land use as well as specific development proposals. Preparing reports and studies, collecting data on various planning, land use, and development issues; answering questions from the public by.

Preparing reports on cases for the Zoning Board of Appeals and Planning Board; presenting cases to the Boards; meeting with applicants, citizens, architects and lawyers to advise on design and planning processes.

Makes presentations to the Board of Appeals and is available to respond to questions and requests for information.

Performs site visits to analyze and assess proposed conditions in order to approve application..

### 3.D.

Works with Planning and Building staff to verify compliance with ZBA conditions.

Assumes responsibility for tracking ZBA decisions that have a sunset clause or expiration date as well as tracking long-term conditions.

Attends meetings with staff and Applicants to provide input on scheduling, process, nature of the proposal, etc.

Providing support and technical assistance to the Planning Board, Zoning Board of Appeals and other boards and committees as assigned.

Performs all other work as required for the Planning and Community Development Department, including but not limited to: reviewing applications with other Town departments, boards and commissions for their comments; accepting amended or revised plans from Applicant; accepting and tracking mutual extensions of time; organizing and closing out past ZBA cases; providing assistance to Applicants and residents regarding zoning questions via phone, e-mail or in-person; working with other Planners to insure that land use policies and regulations are developed and applied in a comprehensive and coordinated manner; and participating in other Planning Department initiatives as needed.

#### **SUPERVISION**

Works under the direct supervision of the Assistant Director for Regulatory Planning within the Planning Department. Also works under the supervision of the Deputy Building Commissioner.

#### **WORK ENVIRONMENT**

Performs work in office conditions. Occasional outdoor site visits are required. The workload is relatively stable, but can fluctuate based on project deadlines, most of which are statutory in nature. The employee regularly attends evening meetings.

The employee operates computer, printer, scanner, telephone, copier, facsimile machine, hand held devices and all other standard office equipment.

The employee has contact with the general public, boards and committees, and Town departments in addition to Planning and Community Development, Building Town Clerk, and Town Counsel.

Errors, omissions and failure to comply with statutory deadlines may have significant adverse consequences, including financial loss to the Town and constructive approvals of potentially undesirable development proposals.

#### **RECOMMENDED MINIMUM QUALIFICATIONS**

##### **EDUCATION AND EXPERIENCE**

Bachelor's Degree in planning or associated discipline, Master's Degree preferred and two plus years of experience in at least one of the following professional areas: land use planning, development, or zoning; an equivalent combination of education and experience will be considered.

##### **ADDITIONAL REQUIREMENTS**

Valid Massachusetts Driver's License, Class D.



### 3.D.

#### KNOWLEDGE, ABILITY AND SKILL

Knowledge of at least one of the following: general land use principles and practices, planning and zoning. Experience in administering Chapters 40A and 40B desirable.

Ability to work independently as well as part of an interdisciplinary or interdepartmental team and to understand and review plans.

Solid written and oral communication skills; strong interpersonal skills including the ability to use diplomacy and discretion when needed; and excellent organizational skills required.

Working knowledge of Microsoft Word and Excel as well as an ability and willingness to learn and apply new software programs including but not limited to the Town's ACELA program (a software program that monitors permitting).

#### PHYSICAL REQUIREMENTS

Tasks require the ability to exert light physical effort, which may involve some lifting, carrying, pushing and/or pulling of objects and materials of light weight. Tasks may involve extended periods of time at a keyboard or workstation; the ability to view computer screens and print materials and verbal communication. Requires the ability to operate, maneuver and/or control the actions of equipment and/or materials used in performing essential functions.

*This job description does not constitute an employment agreement between the employer and employee, and is subject to change by the employer, as the needs of the employer and requirements of the job change.*



# Town of Brookline

## Massachusetts

### Authorization To Hire Request Form

1. Position **TITLE:** Zoning Coordinator/Planner Grade: GN-10

2. Department: Planning Division: Regulatory

3. Position Control #: 172000023 Prior Incumbent: Monique Baldwin

a. Reason for Leaving: New Position with the Town - Cannabis Licensing & Mitigation Coord.

4. Budgetary Information:

Department Code: YA Budget Code: 17201720-510101 % 100

☐ Grant Funded-Name of Grant: \_\_\_\_\_ ☐ Revolving Fund ☐ Enterprise Fund

6. Employment Type:

☒ Full-Time: # of hours/week: 37.50 ☐ Part-Time: # of hours/week: \_\_\_\_\_

☒ Permanent ☐ Temporary: expected end date (required) \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_

7. Method of Fill:

☐ Promotion – To be Posted Internally from: \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_ to \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_

☒ New Hire ☐ Transfer – Please explain: \_\_\_\_\_

8. List the top three essential functions of this position:

1. Provides staff support to ZBA to insure all obligations under statute and By-laws are met.

2. Reviews applications for completeness; reviews, processes and posts decisions

3. Participates in preparing planning reports for regulatory boards to facilitate decisions

9. I have considered the following alternatives to filling this position:

This work is mandated by statute & by-laws. Other Regulatory staff would be diverted from any non-  
mandatory work including zoning & planning studies

10. The alternatives are less desirable than new hire action for the following reasons:-continued on reverse side-

There is an expectation (& commitment by the Planning Department) that the Department will engage  
in pro-active planning & respond to directives/assignments from the Town Administrator & Select Bd.

Authorization To Hire Request Form


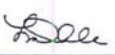
## 11. Suggested sources for specialized recruitment advertising: (other than local papers)

Human Resources will work closely with the department to post the position widely with diversity networks,

and multiple targeted affinity group job boards, as well as related professional groups.

## 12. Please attach the current position description.

## 13. Signatures:

Department Head Signature:		Date:	1/27/21
Human Resources Director:		Date:	
Town Administrator:		Date:	

## 14. Approvals:

Date on BOS Agenda:		Date Approved:	
---------------------	--	----------------	--

## 15. Notes:

## 5.A.

### FY2022 OBJECTIVES\*

\*In no particular order.

#### **Finance and Administration**

1. To ensure the Town's budget allocates resources responsibly to ensure long-term financial sustainability while observing prudent financial practices to retain the Town's Aaa credit rating.
2. To continue to review and implement prudent and appropriate recommendations made by the Brookline Fiscal Advisory committee concerning Town and School budget principles and policies.
3. To use these Select Board objectives to provide direction to departments and improve performance indicators.
4. To review and update boards and commission applications and simplify the process to search and apply for openings.
5. To review and consider police policy recommendations made by the Task Force to Reimagine Police and the Select Board Committee on Policing Reforms.

#### **Diversity and Community Engagement**

6. To provide leadership and support to the Town Administrator, the Diversity, Inclusion and Community Relations Office, Boards and Commissions, Town Departments, and other community stakeholders in collaborative efforts to implement meaningful diversity and inclusion initiatives and continue the GARE evaluation process.
7. To implement diversity and inclusion efforts into the Town's services, planning, procurement, and hiring processes.
8. To review and collaborate with ODICR, the new Community Engagement Strategist, Town departments, and the public to assess, provide recommendations, and improve community engagement programming and processes.
9. To work with Town departments and a racial equity consultant to review and consider town equity reform recommendations.
10. To encourage Town staff to develop innovative programs and initiatives to increase Brookline's racial diversity through marketing and outreach programs and work with the CDICR to launch the Racial Equity and Advancement Fund.

#### **Economic Development, Planning, and Regulation**

11. To pursue re-codification and an update to the zoning by-laws that meets Town needs and objectives.
12. To continue to work with the Cannabis Mitigation Advisory Committee and the local Cannabis businesses to responsibly monitor and implement mitigation efforts regarding the impact of cannabis businesses within the Town.
13. To support the Community Preservation Act's adoption and commence its implementation if Brookline residents vote to adopt the CPA at the spring election.
14. To support the increase in the production of quality affordable senior, middle-income, and low-income housing. As well as to work towards achieving and exceeding the 10% goal on the subsidized housing inventory that would allow the Town to avoid the issuance of comprehensive permits that limit the Town's control over housing developments under Chapter 40B.
15. To develop and implement local rules and regulations in conjunction with State regulations associated with short-term property rentals.

#### **Environmental Planning**

16. To identify and pursue fossil-fuel-free opportunities for municipal buildings and support energy-efficient projects.
17. To encourage the use of different portfolio options for the Town via the Brookline Green Electricity community aggregation program and through our municipal electricity contract to achieve the goal of zero emissions by 2050.
18. To continue to encourage the utilization of electric and alternative vehicles throughout the Town via EV charging investments and partnerships.

## 5.A.

19. To work with the new Assistant Director of Sustainability to ensure that the Town's sustainability goals and priorities are reviewed and incorporated in the Town's policies and municipal projects.
20. To continue to work with National Grid to ensure they undertake appropriate mitigation and restoration actions to address gas leaks within the Town.

## Online Form Submittal: Board/Commission Application Form

notifications@brooklinema.gov <notifications@brooklinema.gov>

Thu 12/24/2020 9:10 AM

To: Devon Fields <dfields@brooklinema.gov>; Ben Vivante <bvivante@brooklinema.gov>

### Board/Commission Application Form

Please use this form to apply for one of the [open Board/Commission positions](#). We welcome your application and will respond to you quickly.

Name	Danny Stone
Address	[REDACTED]
Home Phone	[REDACTED]
Work Phone	Field not completed.
Email	[REDACTED]
Application for specific Board/Commission?	Cannabis Mitigation Advisory Committee
What type of experience can you offer this Board/Commission?	I am a Town Meeting Meeting Member in Precinct 10 with experience as a volunteer community organizer in Brookline. I have kept up to date with issues surrounding Sanctuary's opening, hearing input from Coolidge Corner business leaders, residents, our police department, and Sanctuary management.
What type of issue would you like to see this Board/Commission address?	I would like to join the Cannabis Mitigation Advisory Committee to get more involved in my precinct and community. I have a commitment to my serving my neighborhood. I am hoping to spend HCA funds prudently and in ways that strengthen Coolidge Corner.
Are you involved in any other Town activities?	I am a Town Meeting Meeting Member in Precinct 10 and a tenor in the Boston Cecilia Chorus.
Do you have time constraints that would limit your ability to attend one to two meetings a month?	No.
IF RELEVANT, YOU CAN ATTACH OTHER MATERIALS (RESUME, NEWSPAPER, MAGAZINE, OR JOURNAL ARTICLE, ETC.)	Field not completed.

Email not displaying correctly? [View it in your browser.](#)

## 6.B.

### Neighborhood Representatives to the Cannabis Mitigation Advisory Committee

(As of 1/28/21)

From the Brookline Village neighborhood:

Matthew Hyatt, 87 Walnut Street -- 3 year term (expiring 2023)

Ana Otero, 12 White Place -- 2 year term (expiring 2022)

Alison Plante, 102 Walnut Street -- 1 year term (expiring 2021)

From the Coolidge Corner neighborhood:

VACANCY – 2 year term (expiring 2022)

Michael Zoorob, 45 Longwood Ave -- 1 year term (expiring 2021)

\*Bruce Levin, 20 Webster Street #703 – potential 3 year term (expiring 2023)

## Online Form Submittal: Board/Commission Application Form

notifications@brooklinema.gov <notifications@brooklinema.gov>

Wed 1/13/2021 1:07 PM

To: Devon Fields <dfields@brooklinema.gov>; Ben Vivante <bvivante@brooklinema.gov>

### Board/Commission Application Form

Please use this form to apply for one of the [open Board/Commission positions](#). We welcome your application and will respond to you quickly.

Name	Tracy Chen
Address	[REDACTED]
Home Phone	[REDACTED]
Work Phone	[REDACTED]
Email	[REDACTED]
Application for specific Board/Commission?	Small Business Development Committee
What type of experience can you offer this Board/Commission?	Analysis and Advice on Digital Marketing, Communications, Product Development, and Digital Strategy
What type of issue would you like to see this Board/Commission address?	Assistance and Cross-Industry-Collaboration Programs for Minority run business owners
Are you involved in any other Town activities?	yes
Do you have time constraints that would limit your ability to attend one to two meetings a month?	yes
IF RELEVANT, YOU CAN ATTACH OTHER MATERIALS (RESUME, NEWSPAPER, MAGAZINE, OR JOURNAL ARTICLE, ETC.)	<a href="#">TracyChen_Brookline_201114.pdf</a>

Email not displaying correctly? [View it in your browser.](#)



# Tracy Chen

*A Creative, Strategic, Collaborative Digital Marketing Manager with experiences in Digital Content, Engagement Growth, Direct Marketing, Seeks Opportunities to Make A Positive Impact.*

## EXPERIENCES

### Operations Manager / Productions Coordinator / Producer / Instructor

2002–2009

Brookline Interactive Group

Brookline, MA

- **Maximized community engagement** by managing staff, operations, and programs of Training, Membership, Internship, and Volunteers;
- **Doubled member usage and production efficiency** by researching/designing/purchasing new equipment/systems within a controlled budget
- **Amplified audience engagement** by producing/coordinating 500+ studio and field programs, partnering with the local community and municipal departments
- **Increased revenues** of Training and Membership programs by designing syllabi, promoting, teaching production courses/seminars
- **Mentored** members/students-interns on the best practices of video-marketing and video-business
- **Awarded Best Public Service Announcement Video 2008**, National Hometown Video Festival

### Manager, Media Services / Content Producer

2010–2012

William James College

Newton, MA

- **Magnified digital visibility** across all channels by creating, managing assets/library, repurposing media for academic, marketing, enrollment, and development purposes
- **Achieved consistent internal communication** with institution branding by implementing a digital signage system for visual communication across campuses (Tightrope Carousel)
- **Researched cloud solutions** for media streaming; designed, implemented a new generation of classroom AV and media technology within budget (35 rooms with various functions and layouts)
- **Ensured technical success** of in-class presentations and meetings by managing and training a team of 15 specialists/assistants, provided media services, classroom support to faculty, staff, students

### Project Lead / Marketing Technology Coordinator

2013–2018

M. I. T.

Cambridge, MA

- **Optimized repeat business, loyalty engagement, lifecycle value** across global constituent-population by assessing consumer behavior, content relevance, engagement patterns
- **Grew membership 130%, revenue 209%** by analyzing annual reports, campaign goals, loyalty programs metrics, and recommending SEO keywords, new business opportunities, cross/up-selling strategies
- **Increased email engagement 137%, conversion 133%, category revenue 141%** by managing thousands of email campaigns, landing pages, online forms
- **Fostered positive online engagement** by advising best practices, leveraging current marketing technology, solving users' crucial issues

### Advisory Board Member / Head, Marketing, Fundraising, and Partnership

2018–Present

BROOKLINE CHINESE SCHOOL

Brookline, MA

- **Developing sustainable marketing and branding strategies**—"Chinese FUN," creating brand assets
- **Building community partnership & sponsorship programs** (Chinese Read/Write Contest) with the local organizations (Brookline Library, Brookline Community Foundation, Brookline Day, Roslindale Parade Foundation, Cambridge Church)
- **Executing and managing monthly marketing campaigns and special fundraising projects**: Brookline Foundation Grant, Brookline Day, Parents' Workshop, Roslindale Parade, Chinese New Year Celebration, Brookline Chinese Recitation Contest, Annual Open House, Annual Survey, Annual BBQ

## Consultant / Manager, Marketing Communications and Digital Strategy

2018–Present

Self-employed (TRACY CHEN MARKETING)

Brookline, MA

- **Developing marketing/branding strategies, building partnerships** for sustainable business operations
- **Leading/writing marketing content** across channels to engage customers for social/business impacts
- **Project managing** US/Regional marketing campaigns for startup clients in the IoT, wearable tech, medical devices, energy industries, and education/non-profit sectors
- **Reviewing, planning, implementing digital and marketing tools:** CRM, project management, analytics, email, social media, digital platforms, while **Identifying and managing potential risks**
- **Increasing quality lead-gen, conversion, and brand visibility** by **executing** integrated multi-channel **social marketing strategies/tactics**
- **Ensuring timely and quality deliverables** by **overseeing** project progress, **managing/coaching** the team, collecting inputs, assigning tasks, and **delegating** resources

## \*RELEVANT EXPERIENCES IN SUPPORTING BROOKLINE ORGANIZATIONS

### Produced hundreds of promo/PSA series, “Brookline Look,” supporting local businesses / NPOs

Brookline Library (Brookline Reads), Brookline Music School’s Performance, Brookline Domestic Violence Prevention Roundtable, Goddard House, Brookline Youth Center, Brookline 1st Light Festival, Brookline Art Center Series, Brookline Farmers Market, Brookline Town Meetings, Brookline 300 Tricentennial Celebration, Frederick Law Olmsted’s Life (by Garry Wright), and more

### Supported/Volunteered at Multiple Brookline Churches

Boston Presbyterian Korean Church, Bethany Church, HighRock Brookline Church

### Volunteer Consultant at multiple nation/statewide 501(c)(3) non-profit organizations

RRDI (Rosacea Research and Development Institute), Hawaii; Pacific Community Venture (social enterprise/CDFI), California, SOAR (SOAR Management Consulting Group), Massachusetts

### Staff Management and Budget Control/Report

Tracy Chen Marketing, Brookline Chinese School, William James College, Brookline Interactive Group

## EDUCATION

### M.A., Digital Media: New Media, Documentary, Integrated Marketing Communication

Emerson College, Boston, MA

### B.A., Literature

Tamkang University, Taipei, Taiwan

### Graduate Certificate: Marketing Management and Digital Strategy

Harvard University, Cambridge, MA

### Certificate: Data Analytics

General Assembly, New York, NY

## COMPETENCIES

- Project Management • Collaboration • Coaching / Leading • Customer Insights • Engagement Growth
- Lead Generation & Inbound Marketing • Branding • Content Marketing • Content Writing / Curation
- Fundraising • Grant Writing • Event Planning / Management • Direct Marketing • Social Media
- Market Research • Digital Strategy • Marketing Analytics (Quantitative / Qualitative)
- Competitive Intelligence / SWAT • Go-to-Market Strategy/Planning • Content Management System (CMS) • Customer Relationship Management (CRM) • SEO / SEM • Data Visualization / Storytelling
- Presentation Design • Video Productions

## Online Form Submittal: Board/Commission Application Form

notifications@brooklinema.gov <notifications@brooklinema.gov>

Wed 1/13/2021 1:07 PM

To: Devon Fields <dfields@brooklinema.gov>; Ben Vivante <bvivante@brooklinema.gov>

### Board/Commission Application Form

Please use this form to apply for one of the [open Board/Commission positions](#). We welcome your application and will respond to you quickly.

Name	Tracy Chen
Address	
Home Phone	
Work Phone	
Email	
Application for specific Board/Commission?	Small Business Development Committee
What type of experience can you offer this Board/Commission?	Analysis and Advice on Digital Marketing, Communications, Product Development, and Digital Strategy
What type of issue would you like to see this Board/Commission address?	Assistance and Cross-Industry-Collaboration Programs for Minority run business owners
Are you involved in any other Town activities?	yes
Do you have time constraints that would limit your ability to attend one to two meetings a month?	yes
IF RELEVANT, YOU CAN ATTACH OTHER MATERIALS (RESUME, NEWSPAPER, MAGAZINE, OR JOURNAL ARTICLE, ETC.)	<a href="#">TracyChen_Brookline_201114.pdf</a>

Email not displaying correctly? [View it in your browser.](#)

# Tracy Chen

*A Creative, Strategic, Collaborative Digital Marketing Manager with experiences in Digital Content, Engagement Growth, Direct Marketing, Seeks Opportunities to Make A Positive Impact.*

## EXPERIENCES

### Operations Manager / Productions Coordinator / Producer / Instructor

2002–2009

Brookline Interactive Group

Brookline, MA

- **Maximized community engagement** by managing staff, operations, and programs of Training, Membership, Internship, and Volunteers;
- **Doubled member usage and production efficiency** by researching/designing/purchasing new equipment/systems within a controlled budget
- **Amplified audience engagement** by producing/coordinating 500+ studio and field programs, partnering with the local community and municipal departments
- **Increased revenues** of Training and Membership programs by designing syllabi, promoting, teaching production courses/seminars
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- Competitive Intelligence / SWAT • Go-to-Market Strategy/Planning • Content Management System (CMS) • Customer Relationship Management (CRM) • SEO / SEM • Data Visualization / Storytelling
- Presentation Design • Video Productions

**Michael R. Dover**

Kelley Drye & Warren LLP  
 333 West Wacker Drive  
 Suite 2600  
 Chicago, IL 60606

Tel: 312-857-7087  
 Fax: 312-857-7095

November 30, 2020

**By FedEx**

Town of Brookline  
 Selectboard  
 Town Hall  
 333 Washington Street  
 Brookline, MA 02445

Re: Notice of Transfer of Control of a Parent Company of RCN Telecom Services of Massachusetts, LLC

To Selectboard:

As you may have heard, equity ownership in a parent company of RCN Telecom Services of Massachusetts, LLC will be transferred to a different private equity firm from the one that now controls it. **This transaction will not change the operations of RCN Telecom Services of Massachusetts, LLC, nor will it change RCN Telecom Services of Massachusetts, LLC's obligations to comply with its franchise agreement. It is, however, expected to make additional resources available to Brookline with which it can enhance its network and improve its services in the Town of Brookline.**

Specifically, funds associated with Stonepeak Infrastructure Partners ("Stonepeak"), a private equity firm, entered into an agreement to acquire Radiate Holdings, L.P. ("Radiate"), a subsidiary of the TPG Capital group. Radiate operates leading regional providers, including RCN Telecom Services of Massachusetts, LLC ("the Company"), originally issued to RCN Telecom Services of Massachusetts, LLC. The Company currently holds a franchise to offer service in your community. When the transaction under the agreement is consummated, the indirect control of your community's franchisee will have changed. Your community's franchise will continue to be held by the same legal entity that holds your franchise today, it will continue to provide service pursuant to that franchise and the same company that manages the system today will continue to do so. However, it will operate under the ultimate ownership and indirect control of Stonepeak.

Again, as part of this transaction, Stonepeak has no current plans to change the local operations or structure of the operations or the services offered. Upon completion, Stonepeak will combine its resources and expertise with RCN Telecom Services of Massachusetts, LLC's knowledge of the local cable marketplace to build upon the successes of RCN Telecom Services of Massachusetts, LLC and further enhance the customer experience in your community. Stonepeak and Patriot Media Consulting LLC will partner to investigate opportunities to invest in the network and in technology, enabling the Company

7.A.

Town of Brookline  
November 30, 2020

to expand and grow its infrastructure, enhance its high-speed data services, and otherwise improve its offerings.

We have enclosed for you two (2) additional copies of the FCC Form 394. The Form 394 is designed to provide you with the information necessary to assess the financial, legal, and technical qualifications of Stonepeak with regard to the franchise. This filing includes a copy of the agreement, and financial, legal, and technical information about Stonepeak, as well as all other required information. Certain of this information, as designated therein, is confidential and not routinely made available to the public, and its dissemination would be harmful to Stonepeak's business interests. Pursuant to FCC Form 394, these materials must be maintained as confidential by you and any or all of your agents. Also enclosed in the FCC Form 394 is a copy of the Public Interest Statement that was included in our filing with the FCC for approval of this transaction.

Under the Communications Act, 47 U.S.C. § 537, you have 120 days upon completion to consider the application. No action on your part is required; should you choose not to take any action within this 120-day period, under federal law the application will be deemed granted. In the event that you choose to act upon the application, we have enclosed for your convenience a draft resolution for your use. Please let us know if you place the matter on your agenda for consideration. If you have any questions or inquiries regarding this matter, please contact Tom Steel, Vice President and Regulatory Counsel, at 617-787-7788 or tom.steel@rcn.net, or contact the undersigned.

We look forward to continue working with you.

Respectfully submitted,



Michael R. Dover  
Kelley Drye & Warren LLP  
(773) 272-2382  
[MDover@kelleydrye.com](mailto:MDover@kelleydrye.com)  
Counsel to Radiate Holdings, L.P.

Michael Nilsson  
Harris, Wiltshire & Grannis LLP  
(202) 730-1301  
[MNilsson@hwglaw.com](mailto:MNilsson@hwglaw.com)  
Counsel to Stonepeak Infrastructure  
Partners

Enclosures



7.A.

**RESOLUTION NO. \_\_\_\_****RESOLUTION APPROVING THE CHANGE OF INDIRECT CONTROL OF THE  
FRANCHISEE UNDER THE CABLE TELEVISION FRANCHISE**

**WHEREAS**, RCN Telecom Services of Massachusetts, LLC ("Franchisee") owns, operates and maintains a cable television system (the "System") in the Town of Brookline pursuant to a cable television franchise ("Franchise") granted by the governing body of the Town of Brookline (the "Franchise Authority"), and Franchisee is the current duly authorized holder of the Franchise; and

**WHEREAS**, pursuant to an Agreement and Plan of Merger ("Agreement"), funds associated with Stonepeak Infrastructure Partners ("Acquiror"), a Delaware limited liability company, will purchase 100% of the membership interests of Radiate Holdings, L.P., a Delaware limited partnership, (which owns 100% of the indirect ownership interests in Franchisee), and, as a result, the indirect control of Franchisee will change (the "Change of Control");

**WHEREAS**, Franchisee and Acquiror have requested the consent of the Franchise Authority to the Change of Control in accordance with the requirements of the Franchise, have filed an FCC Form 394 with the Franchise Authority, and have provided the Franchise Authority with all information necessary to facilitate a decision by the Franchise Authority (the "Application"); and

**WHEREAS**, the Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of Acquiror, followed all required procedures in order to consider and act upon the Application, considered the comments of all interested parties, and finds Acquiror to be suitable to indirectly control Franchisee.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

**SECTION 1.** The Franchise Authority hereby accepts the Application and consents to the Change of Control, all in accordance with the terms of the Franchise and applicable law.

**SECTION 2.** The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, any action necessary with respect to the Change of Control has been duly and validly taken.

**SECTION 3.** This Resolution shall be deemed effective as of the date of its passage.

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## 7.A.

This Resolution shall have the force of a continuing agreement with Franchisee and Acquiror, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Acquiror.

**PASSED, ADOPTED AND APPROVED** this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_ of \_\_\_\_\_,

By: \_\_\_\_\_  
Title: \_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Title:

7.A.

## FCC 394

APPLICATION FOR FRANCHISE AUTHORITY  
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL  
OF CABLE TELEVISION FRANCHISE

## SECTION I. GENERAL INFORMATION

FOR FRANCHISE AUTHORITY USE ONLY

DATE November 30, 2020	1. Community Unit Identification Number: MA0352
------------------------	---

2. Application for: ☐ Assignment of Franchise ☒ Transfer of Control

3. Franchising Authority: Town of Brookline	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: Brookline	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	8/26/2010
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as possible and ideally prior to June 30, 2021

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.

N/A

## PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)			
Radiate Holdings, L.P.			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box			
650 College Road East, Suite 3100			
City	State	ZIP Code	Telephone No. (include area code)
Princeton	NJ	08540	(609) 452-8197

2. (a)

Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.

I.I.2

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

☐ Yes ☒ No

If No, explain in an Exhibit.

Exhibit No.

I.I.2

7.A.

## PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
<b>Stonepeak Associates IV, LLC</b>			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box			
<b>c/o Stonepeak infrastructure Partners, 55 Hudson Yards 550 W 34th Street, 48th Floor</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>New York</b>	<b>NY</b>	<b>10001</b>	<b>(212) 907-5125</b>

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first)			
<b>See Exhibit I.II.1(c)</b>			
Firm or company name (if any)			
Mailing street address or P.O. Box			
City	State	ZIP Code	Telephone No. (include area code)

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No.

**I.II.1(c)**

(d) Indicate the address where the system's records will be maintained.

Street address			
<b>650 College Road East, Suite 3100</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>Princeton</b>	<b>NJ</b>	<b>08540</b>	<b>(609) 452-8197</b>

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No.

**I.II.2**



7.A.

## SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

☐ Corporation

a. Jurisdiction of incorporation	d. Name and address of registered agent in jurisdiction:
b. Date of incorporation:	
c. for profit or not for profit:	

☐ Limited Partnership:

a. Jurisdiction in which formed:	c. name and address of registered agent in jurisdiction:
b. Date of formation:	

☐ General Partnership

a. Jurisdiction whose laws govern formation:	b. Date of formation:
--	-----------------------

☐ Individual☒ Other. Describe in an Exhibit

Exhibit No.

II.1

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one COLUMN for each individual or entity. Attach additional pages if necessary. (Read carefully- the lettered items below refer to corresponding lines in the following table.)

(a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.

(b) Citizenship.

(c) Relationship to the transferee/assignee (e.g., officer, director, etc.).

(d) Number of shares or nature of partnership interest.

(e) Number of votes.

(f) Percentage of votes.

(a)		
Please see Exhibit II.2		
(b)		
(c)		
(d)		
(e)		
(f)		

7.A.

## 7.A.

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

☐ Yes ☒ No

If the answer is No, explain in an Exhibit.

Exhibit No.  
II.3

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority?

☐ Yes ☒ No

If the answer is Yes, describe circumstances in an Exhibit.

Exhibit No.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

☐ Yes ☒ No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

☐ Yes ☒ No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

☒ Yes ☐ No

If No, attach as an Exhibit a full explanation.

Exhibit No.  
II.7

### SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.
2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

☒ Yes ☐ No

Exhibit No.  
III

### SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

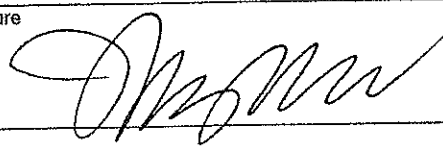
Exhibit No.  
IV

7.A.

## SECTION V - CERTIFICATIONS

## Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date
	Print full name <b>Jeffrey B. Kramp, Executive Vice President, Secretary and General Counsel</b>
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain:	

## Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date
	Print full name
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain:	

7.A.

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## Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

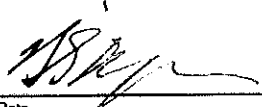
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date
	Print full name
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: Authorized Person	

## Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date 11/30/20
	Print full name Brian McMullen
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Senior Managing Director <input type="checkbox"/> Other. Explain: Corporate Officer (Indicate Title)	



7.A.

**EXHIBIT LIST**

<b>Exhibit I.I.2:</b>	<b>Redacted Copy of Securities Purchase Agreement</b>
<b>Exhibit I.II.1.(c):</b>	<b>Additional Contact Persons</b>
<b>Exhibit I.II.2:</b>	<b>Planned Changes to Terms and Conditions</b>
<b>Exhibit II.1:</b>	<b>Form of Business Organization of Transferee</b>
<b>Exhibit II.2:</b>	<b>Ownership Information of Transferee</b>
<b>Exhibit II.3:</b>	<b>Statement Regarding Qualification to Transact Business</b>
<b>Exhibit II.7:</b>	<b>Statement Regarding Pledge of Stock</b>
<b>Exhibit III:</b>	<b>Transferee's Financial Qualifications</b>
<b>Exhibit IV:</b>	<b>Transferee's Technical Qualifications</b>
<b>CONFIDENTIAL ATTACHMENT A</b>	<b>Agreement</b>
<b>CONFIDENTIAL ATTACHMENT B</b>	<b>Financial Statements of Radiate Holdings</b>
<b>ATTACHMENT C</b>	<b>Current and Post-Transaction Corporate Ownership Structures</b>

**Please note that the contents of Attachments A and B  
(produced on pastel-colored paper)  
are confidential and proprietary materials and not for public disclosure.**

7.A.

**Exhibit I.I.2: Redacted Copy of Securities Purchase Agreement**

Confidential Attachment A hereto, which is provided under seal, contains a copy of the Agreement and Plan of Merger, dated as of October 31, 2020 (the "Agreement"). The Exhibits and Schedules referenced in the Agreement have not been included with this Application due to their voluminous and highly confidential nature. Further, the Exhibits and Schedules are non-material contract attachments in the context of the City's review of the Proposed Transaction and the qualifications of the Transferee and Franchisee. Therefore, in accordance with the decision of the Federal Communications Commission in *LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd. 16980 (2002), Section I, Part I, Question 2(b) of this application has been answered "No."

Pursuant to the Agreement, post-closing, the Transferee will be the sole member of, and have the ability to appoint a majority of the directors of, Radiate Holdings GP, LLC, the general partner of Radiate Holdings, LP, and accordingly will indirectly control Radiate Holdings, L.P. and its subsidiaries, including Franchisee (the "Proposed Transaction"). Upon completion of the Proposed Transaction, Radiate Holdings, L.P. will be an indirect subsidiary of certain funds affiliated with Transferee (namely Stonepeak Tiger Holdings I LLC and Stonepeak Tiger Holdings II LP). Franchisee will remain an indirect, wholly owned subsidiary of Radiate Holdings, L.P. Diagrams depicting the current and post-transaction corporate ownership structures of Franchisee are appended hereto as Attachment C.

It is contemplated that, immediately following the consummation of the Proposed Transaction, Franchisee will continue to provide service to existing customers at the same rates, terms and conditions, as currently provided. In addition, as set forth in Exhibit IV hereto, it is contemplated that Franchisee will continue to be operated by highly experienced, well-qualified management, operational and technical personnel.

7.A.

**Exhibit I.II.1.(c): Additional Contact Persons**

The following persons also are authorized to act on behalf of Franchisee and copies of correspondence regarding this Application should be sent to them:

Thomas K. Steel  
Vice President & Regulatory Counsel  
237 Carlton Lane  
North Andover, MA 01845  
(617) 797-7788  
[tom.steel@rcn.net](mailto:tom.steel@rcn.net)

Additional contact information for the Transferee and Transferor:

For Transferor:

Michael R. Dover  
Kelley Drye & Warren, LLP  
333 West Wacker Drive, Suite 2600  
Chicago, IL 60606  
(312) 857-7087  
[mdover@kelleydrye.com](mailto:mdover@kelleydrye.com)

For Transferee:

William Wiltshire  
Michael Nilsson  
Harris, Wiltshire & Grannis LLP  
1919 M Street NW, 8th Floor  
Washington, DC 20036  
(202) 730-1334  
[wwiltshire@hwglaw.com](mailto:wwiltshire@hwglaw.com)  
[mnilsson@hwglaw.com](mailto:mnilsson@hwglaw.com)

7.A.

**Exhibit I.II.2: Planned Changes to Terms and Conditions**

There are currently no changes planned to the current terms and conditions of service or operations of the system by Franchisee.



7.A.

**Exhibit II.1: Form of Business Organization of Transferee**

Transferee Stonepeak Associates IV LLC is a Delaware limited liability company.

The contact information for Transferee's registered agent in Delaware is

The Corporation Trust Company  
Corporation Trust Center 1209 Orange Street  
Wilmington, DE 19801

7.A.

**Exhibit II.2: Ownership Information of Transferee**

Upon completion of the Transaction, funds affiliated with Stonepeak Associates IV LLC ("Transferee") will indirectly own Franchisee through multiple intervening entities. Transferee will be wholly owned by Stonepeak GP Investors IV LLC, a Delaware limited liability company, which in turn will be indirectly controlled by entities ultimately controlled by an entity ultimately controlled by Michael Dorrell, the founder, chairman, and CEO of Stonepeak Infrastructure Partners.

As a limited liability company, Transferee does not have directors but is managed by its sole member, Stonepeak GP Investors LLC. Transferee's officers are:

Michael Dorrell.....	Chairman, Chief Executive Officer & Co-Founder
Trent Vichie.....	Executive Vice-Chairman & Co-Founder
Luke Taylor .....	Senior Managing Director
Jack Howell .....	Senior Managing Director
Brian McMullen .....	Senior Managing Director
Hajir Naghdy .....	Senior Managing Director
Michael Allison .....	Senior Managing Director
James Wyper .....	Senior Managing Director
Peter Bruce .....	Senior Managing Director
	& Chief Operating Officer / Chief Financial Officer
Adrienne Saunders.....	Senior Managing Director
	& General Counsel / Chief Compliance Officer
Saira Khan .....	Deputy General Counsel
Caroline Conway .....	Deputy General Counsel

The following entities and individuals will hold a direct five percent (5%) or greater interest in Transferee:

a. Name:	Stonepeak GP Investors IV LLC
Nature of business:	General partner entity
Principal place of business:	55 Hudson Yards 550 W 34th Street, 48th Floor New York, NY 10001
b. Citizenship:	United States (Delaware)
c. Relationship to Transferee:	Sole member
d. Number of shares/Nature of interest:	As the sole member, Stonepeak GP Investors IV LLC owns the entirety of the interest in Transferee
e. Number of votes	As its manager, Stonepeak GP Investors IV LLC controls Transferee
f. Percentage of votes:	100%

Appended is a copy of Applicants' Federal Communications Commission (FCC) Section 214 Application, which lists each of Transferee's anticipated 10% indirect interest holders.

7.A.

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

*Application of*

RADIATE HOLDINGS, L.P.  
*Transferor,*

WC Docket No. 20-\_\_\_\_\_  
ITC-T/C-\_\_\_\_\_

STONEPEAK ASSOCIATES IV LLC  
*Transferee,*

RCN TELECOM SERVICES (LEHIGH) LLC  
RCN TELECOM SERVICES OF PHILADELPHIA, LLC  
RCN TELECOM SERVICES OF NEW YORK, LP  
RCN TELECOM SERVICES OF MASSACHUSETTS, LLC  
RCN TELECOM SERVICES OF ILLINOIS, LLC  
STARPOWER COMMUNICATIONS, LLC  
GRANDE COMMUNICATIONS NETWORKS, LLC  
ASTOUND BROADBAND LLC  
ASTOUND PHONE SERVICE, LLC  
ETS TELEPHONE COMPANY, INC., AND  
ETS CABLEVISION, INC.

*Authority Holders*

For Consent to Transfer Indirect Control of  
Companies Holding Domestic and International  
Authority Pursuant to Section 214 of the  
Communications Act of 1934, as Amended

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER CONTROL  
OF SECTION 214 AUTHORITY HOLDERS—STREAMLINED PROCESSING  
REQUESTED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),<sup>1</sup>  
and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,<sup>2</sup> Radiate Holdings, L.P. (“Radiate  
Holdings” or “Transferor”), Stonepeak Associates IV LLC (“Transferee”), and the Authority

<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18, and 63.24.

Holders (as identified below) respectfully request Commission approval to transfer indirect control of the Authority Holders from Transferor to Transferee (the “Proposed Transaction”). The Authority Holders are: RCN Telecom Services (Lehigh) LLC (“RCN Lehigh”); RCN Telecom Services of Philadelphia, LLC (“RCN Philadelphia”); RCN Telecom Services of New York, LP (“RCN New York”); RCN Telecom Services of Massachusetts, LLC (“RCN Massachusetts”); RCN Telecom Services of Illinois, LLC (“RCN Illinois”); Starpower Communications, LLC (“Starpower” and, together with RCN Lehigh, RCN Philadelphia, RCN New York, RCN Massachusetts, and RCN Illinois, “RCN”); Grande Communications Networks, LLC (“Grande”); Astound Broadband LLC; Astound Phone Service, LLC (together with Astound Broadband LLC, “Astound”); ETS Telephone Company, Inc.; and ETS Cablevision, Inc. (together with ETS Telephone Company, Inc., “En-Touch”).<sup>3</sup> Transferor, Transferee, and the Authority Holders are collectively referred to as “Applicants”.

Together, the Authority Holders form the sixth largest cable operator in the United States while also operating as telecommunications service providers in ten states and the District of Columbia. The Authority Holders offer intrastate, interstate, and international telecommunications and other services to over one million customers, which services include industry-leading high-speed

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<sup>3</sup> Radiate Holdings recently filed applications with the Commission seeking approval for the acquisition of Digital West Holdings, Inc. and its wholly-owned operating subsidiaries: Digital West Networks, Inc., Norcast Communications Corporation, and Blue Rooster Telecom, Inc., each of which holds Section 214 authority (collectively, “Digital West”). The Commission granted the international Section 214 application, effective October 23, 2020, and granted the domestic Section 214 application, effective November 7, 2020. *See* Public Notices: *International Authorizations Granted; Section 214 Applications* (47 C.F.R. §§ 63.18, 63.24); *Section 310(b) Petitions* (47 C.F.R. § 1.5000), DA No. 20-1276 (rel. Oct. 29, 2020); *Notice of Domestic Section 214 Authorization Granted*, WC Dkt. No. 20-325 (rel. Nov. 9, 2020). Radiate has not yet consummated the Digital West acquisition, but expects to do so in the near future and, certainly, well before closing of the Proposed Transaction described in this Application. For this reason, Applicants respectfully request that the Commission also approve a transfer of indirect control of the Digital West Section 214 licensees to Transferee.

internet, cable services, broadband products, digital TV, phone services, and fiber optic solutions. As discussed in more detail below, certain affiliates of the Applicants have entered into an agreement whereby Transferee will acquire indirect control of the Authority Holders by acquiring control of Radiate Holdings, the parent entity of the Authority Holders. The Authority Holders will continue to hold their current Section 214 authorizations, satellite earth station licenses and registrations, CARS license, and wireless licenses following consummation of the Proposed Transaction.

The Proposed Transaction will serve the public interest, convenience, and necessity by providing access to the financial resources and management expertise of Transferee and its affiliates, which will enable expansion and diversification of services and serve to strengthen the Authority Holders' ability to compete and provide customer service, to the benefit of American consumers. It will not result in any loss or impairment of service for any of the Authority Holders' customers and will have no adverse effects upon competition in any areas where the Authority Holders provide telecommunications or video services. Accordingly, the Proposed Transaction raises no public-interest concerns that warrant an extended review or transaction-specific conditions for consent. Indeed, this application qualifies for presumptive streamlined processing under 47 C.F.R. §§ 63.03(b)(2)(ii), as Transferee is not a telecommunications service provider. This application also qualifies for streamlined processing under 47 C.F.R. § 63.12(c)(1)(ii), because the consummation of the Proposed Transaction will not result in any affiliations with foreign carriers with market power under 47 C.F.R. § 63.10(a)(3). Nor will consummation of the Proposed Transaction create new combinations that will adversely affect competition on any U.S.-international route.



Pursuant to Section 63.04(b) of the Commission's rules,<sup>4</sup> Applicants are filing a combined application for the proposed transfer of control of the Authority Holders covering their domestic interstate and international authorizations. Applicants provide below the information required by Sections 63.04(a) (see part III) and 63.24(e)(2) (see part IV) of the Commission's rules.<sup>5</sup> The Applicants seek to consummate the Proposed Transaction as soon as possible upon receipt of the required regulatory consents.

## **I. BACKGROUND**

### **Parties to the Proposed Transaction**

#### **1. Radiate Holdings**

Radiate Holdings is a Delaware limited partnership and serves as the common parent entity for the Authority Holders. The general partner of Radiate Holdings is Radiate Holdings GP, LLC, ("Radiate GP") and the sole member of Radiate GP is TPG Advisors VII, Inc. ("TPG Advisors"), a Delaware investment fund holding company that is directly owned and controlled jointly by the principals of TPG Global, LLC ("TPG") – David Bonderman and James G. Coulter. Radiate GP is managed by its board of directors (the "GP Board"), a majority of which directors are appointed by TPG Advisors. Accordingly, TPG Advisors, through its appointees on the GP Board, controls Radiate GP and in turn the Authority Holders. (The majority of the limited partnership (equity) interests in Radiate Holdings are directly or indirectly held by certain investment funds or managed vehicles that are also ultimately controlled by David Bonderman and James G. Coulter.)

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<sup>4</sup> 47 C.F.R. § 63.04(b).

<sup>5</sup> 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

## 2. Authority Holders

As noted, the Authority Holders provide cable, telecommunications, and broadband services in ten states and the District of Columbia. Specifically: RCN Lehigh and RCN Philadelphia provide services in Pennsylvania; RCN New York provides services in New York and New Jersey; RCN Massachusetts, LLC provides services in Massachusetts; RCN Illinois provides services in Illinois; Starpower, which operates under the RCN name, provides services in the District of Columbia, Maryland, and Virginia; Grande and En-Touch provide services in Texas; and Astound Broadband, LLC provides services in California, Oregon, and Washington.<sup>6</sup> Each of the Authority Holders holds blanket domestic interstate telecommunications services authority pursuant to operation of law.<sup>7</sup> All of the Authority Holders except ETS Cablevision, Inc. hold international Section 214 authority as identified below in part IV(C).

## 3. Stonepeak Associates IV LLC

Transferee is a Delaware limited liability company affiliated with private equity funds managed by Stonepeak Infrastructure Partners (“Stonepeak”), a specialized private equity firm that invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, Stonepeak manages over \$29.2 billion of capital for its investors.<sup>8</sup> Stonepeak has considerable

<sup>6</sup> Astound Phone Service, LLC holds an international Section 214 authorization, but does not provide services at this time.

<sup>7</sup> 47 C.F.R. § 63.01.

<sup>8</sup> Stonepeak’s assets under management (“AUM”) calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Infrastructure Fund LP, Stonepeak Infrastructure Fund II LP, Stonepeak Infrastructure Fund III LP, Stonepeak Global Renewables Fund LP, and Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by Stonepeak as of September 30, 2020, (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of September 30, 2020, and (iii) accepted capital commitments of

experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. This experience positions Stonepeak as an ideal partner to the Authority Holders as they continue to grow and strengthen their service offerings.

Stonepeak itself is ultimately controlled by Michael Dorrell, who is a citizen of, and who resides in, the United States.<sup>9</sup> Mr. Dorrell has been involved in all phases of Stonepeak's development since 2011, and has 20 years of experience investing in infrastructure.

Upon consummation of the Proposed Transaction, Transferee will be the sole member of Radiate GP and, through its appointment of a majority of the directors of the GP Board, will control Radiate GP and in turn the Authority Holders. Transferee and the Stonepeak funds and managed vehicles that will indirectly own a majority of the limited partnership interests in Radiate Holdings are controlled by Mr. Dorrell.

Stonepeak's communications portfolio companies include the following providers of domestic telecommunications services:

- **ExteNet Systems, Inc. ("ESI") and its subsidiaries:** Founded in 2002, ESI designs, builds, owns and operates distributed networks for use by national and regional wireless service providers in key strategic markets in North America. ESI and its subsidiaries ("ExteNet") deploy distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed

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Stonepeak Infrastructure Fund IV LP as of September 16, 2020. The AUM figure differs from the amount of assets under management reported for regulatory purposes and is based on gross asset values that are estimated and unaudited.

<sup>9</sup> Mr. Dorrell also holds Australian citizenship.

networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. Collectively, ExteNet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, North Dakota, Vermont, West Virginia and Wyoming. ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are ExteNet Systems (California) LLC, ExteNet Systems (Virginia) LLC, ESI Advanced Wireless Networks, LLC, ExteNet Systems (New York), Inc., Telecommunication Properties, Inc., and Hudson Fiber Networks, Inc. (“Hudson Fiber”).

To the best of Transferee’s knowledge, Transferee is not affiliated with any other United States domestic telecommunications service provider.

### **Description of the Transaction**

Pursuant to the terms of the Agreement and Plan of Merger (the “Agreement”) dated October 31, 2020, by and among Transferor, certain affiliates of Transferor, and certain affiliates of Transferee,<sup>10</sup> the Proposed Transaction will be effected through a set of substantially simultaneous mergers, as a result of which:

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<sup>10</sup> The Transferee-affiliated parties to the Agreement are: Stonepeak Tiger Holdings I LLC, Stonepeak Tiger Holdings II Sub LLC, Stonepeak Tiger Blocker I LLC, Stonepeak Tiger Blocker II LLC, Stonepeak Tiger Blocker III LLC, Stonepeak Tiger Blocker IV LLC, Stonepeak Tiger GP Merger Sub LLC, and Stonepeak Tiger Partnership Merger Sub LP.

The Transferor-affiliated parties are: Radiate Holdings GP, LLC, TPG VII Radiate BL, LLC; TPG Wakeboard BL, LLC; Radiate GF II Blocker, LLC; Radiate OF II Blocker, LLC, and TPG VII Radiate Holdings I, L.P.

## 7.A.

- Control of the Authority Holders will continue to be exercised indirectly through Radiate GP, the general partner of Radiate Holdings. However, upon consummation of the Proposed Transaction (x) the sole member of Radiate GP will change from TPG Advisors to Transferee, and (y) Transferee and not TPG Advisors will have the right to appoint a majority of the directors of the GP Board and. Accordingly, will control Radiate GP and, in turn, the Authority Holders.
- The current direct and indirect equity holders of Radiate Holdings will transfer their indirect interests in the Authority Holders – namely, their limited partnership interests in Radiate Holdings – to two Stonepeak-affiliated entities: Stonepeak Tiger Holdings I LLC, a Delaware limited liability company (“Tiger Holdings I”), and Stonepeak Tiger Holdings II Sub LLC, a Delaware limited liability company (“Tiger Holdings II”), which, together with Transferee, will be under the common indirect control of Mr. Dorrell.

Transferee advises the Commission that Stonepeak is exploring syndicating a portion of its equity interest in Radiate Holdings:<sup>11</sup>

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<sup>11</sup> The co-investors may be granted customary minority protections commensurate with their indirect interests in Radiate Holdings, e.g., consent/veto rights over the following matters: (i) amendment or repeal of organizational documents that would disproportionately affect the investor’s rights in a material and adverse manner; (ii) variation of class rights that would disproportionately affect the investor’s rights in a material and adverse manner; (iii) issuance of securities other than in accordance with the pre-emptive regime and other customary exceptions; (iv) changes to the capital structure that would disproportionately affect the investor’s rights in a material and adverse manner; (v) declaration of any dividends/distributions other than on a pro-rata basis; (vi) liquidation, insolvency or winding up; (vii) cessation or material alteration to the nature of the business; (viii) entry into material affiliate transactions, other than on arm’s length terms; and (ix) change in any tax classification that would disproportionately affect the investor in a material and adverse manner.

- For a period of up to 75 days after the signing of the Agreement, TPG has the right (the “TPG Investment Right”) under a letter agreement by and among TPG, Tiger Holdings I and Stonepeak Tiger Holdings II LP (the parent entity of Tiger Holdings II) to elect to make, at the consummation of the Proposed Transaction, an investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP of up to \$750 million through one or more investment funds controlled by TPG (collectively, the “TPG Fund”). As of the date of this application, TPG has not exercised the TPG Investment Right. Even if TPG exercises the TPG Investment Right and an investment is made through the TPG Fund up to the limit, *the controlling entity of Radiate GP and the ownership structure of Transferee as each is described herein will not change*. However, the ownership percentages of the reportable interest holders provided in this application may be reduced or otherwise change as a result of such investment by the TPG Fund. The TPG Fund will be ultimately controlled by the principals of TPG. The principals of TPG are David Bonderman and James G. Coulter, each of whom is a United States citizen. It is not currently expected that TPG’s exercise of the TPG Investment Right and the investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP by the TPG Fund will result in any entity (other than the TPG Fund) holding a 10-percent-or-greater equity interest in Radiate Holdings. Applicants will, in a timely fashion, notify the Commission if, as a result of the exercise of the TPG Investment Right, (x) there will be changes in the ownership percentages for reportable interest holders provided in this application or (y) any new entity (other than the TPG Fund) will hold a 10-percent-or-greater equity interest in Radiate Holdings.

## 7.A.

- Stonepeak is also exploring further syndicating a portion of its equity interest in Radiate Holdings to other co-investors. The structure of any such co-investment, and identity of the co-investors, is yet to be finalized. Excluding the potential investment of the TPG Fund described immediately above, the organizational charts provided in Attachment 1 and listed in Attachment 2 reflect the co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle would hold such an interest). While Transferee is unable to currently specify with sufficient accuracy the equity interest to be held by any such co-invest vehicle, the Transferee advises that each such co-invest vehicle will be under the common indirect control of Mr. Dorrell. In addition, and most importantly, *no such co-investment will change the proposed controlling entity of Radiate GP or affect the ownership structure of Transferee as each is described herein.* However, the ownership percentages of the reportable interest holders provided in this application may be reduced or otherwise change as a result of such co-investment, potentially materially so. Applicants will, in a timely fashion, notify the Commission if, as a result of such co-investment, (x) there will be changes in the ownership percentages for reportable interest holders provided in this application or (y) any new vehicles (other than those reflected in the organizational charts provided in Attachment 1 and listed in Attachment 2) will hold a 10-percent-or-greater equity interest in Radiate Holdings and the percentage interest held by them.

## II. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST AND WILL NOT HARM COMPETITION

### A. Standard of Review

Under 47 U.S.C. §§ 214(a) and 310(d), the Commission must determine whether a proposed assignment or transfer of control of a provider of interstate or international telecommunications services or a holder of a wireless license is consistent with the public interest, convenience, and necessity.<sup>12</sup> In making such a determination, the Commission first assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”<sup>13</sup> Second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”<sup>14</sup> Third, where a transaction raises no public interest harms or where any

<sup>12</sup> See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

<sup>13</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

<sup>14</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citation omitted).



such harms can be ameliorated by narrowly-tailored conditions, the Commission considers the transaction's public interest benefits, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.<sup>15</sup> Finally, if the Commission finds that narrowly-tailored, transaction-specific conditions would ameliorate any public interest harms for a transaction that is otherwise in the public interest, it may approve the transaction as so conditioned.<sup>16</sup>

The Proposed Transaction will not violate any provision of the Act, any other applicable statute, or any Commission rule, nor will it substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Proposed Transaction is expected to offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

#### **B. The Proposed Transaction Will Serve the Public Interest**

Stonepeak's goal in the Proposed Transaction is simple: to make more resources available to an already excellent group of cable, broadband, and telephone providers. Stonepeak believes that it can create value by investing incremental capital after closing of the Proposed Transaction and has a history of partnering with leading management teams to provide a financial partner with available growth capital to scale their platforms. A majority of Stonepeak's investments have

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omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd at 4199 ¶ 7.

<sup>15</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 10. In earlier transactions, the Commission weighed any potential public interest harms of the proposed transaction against any potential public interest benefits. See *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd at 9650-51 ¶ 23 (citation omitted).

<sup>16</sup> See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 11.

substantial follow-on growth capital commitments. For example, since its acquisition by Stonepeak in 2015, ExteNet has expanded its indoor and outdoor “neutral host” distributed network (“DNS”) systems to help meet the intense demand for improved mobile and wireless broadband coverage and capacity in key strategic markets across the United States, and is the largest independent DNS provider in the United States.

Stonepeak has chosen this investment among other ones potentially available to it, in part, because of the excellent management and operations teams leading the Authority Holders. Stonepeak currently intends to retain the current management team and does not currently intend to materially change the operations of the Authority Holders—other than to devote additional resources to help the Authority Holders invest in their networks and services.

“[T]he Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”<sup>17</sup> The Proposed Transaction will have no adverse impact on the customers or operations of the Authority Holders. Upon consummation of the Proposed Transaction, the Authority Holders intend to continue to provide service at the same rates, terms, and conditions as contained in existing customer contracts. It is contemplated that existing customers will continue to be served by the Authority Holders under their existing authorizations, as well as under existing tariffs and contracts. The Proposed Transaction is not anticipated to result in service disruption, contract termination, or customer confusion. And, as discussed above, it is contemplated that the Authority Holders will continue to operate under the direction of their current experienced and knowledgeable management team. It is anticipated that the only material change resulting from

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<sup>17</sup> *Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations*, 34 FCC Rcd 10578, ¶ 41 (2019).

the Proposed Transaction will be that the Authority Holders will be controlled by Transferee rather than TPG Advisors. Transferee and the Stonepeak funds and managed vehicles acquiring the passive equity interests in Radiate Holdings are well-qualified to become the new controller and owners, respectively, of the Authority Holders, which, following consummation of the Proposed Transaction, will enjoy access to the resources and management expertise of Transferee and its affiliates and the Stonepeak funds and managed vehicles.

The Proposed Transaction will create no new combinations that will adversely affect competition in any domestic or U.S. international market. None of Transferee's owners control, or are affiliated with, any dominant domestic or international telecommunications providers in the United States.

### III. INFORMATION REQUIRED BY 47 C.F.R. § 63.04

The Applicants submit the following information pursuant to 47 C.F.R. § 63.04(a):

#### A. Applicant Identification Information<sup>18</sup>

In Table 1 below, the Applicants provide their names, addresses, telephone numbers, places of organization, and FCC Registration Numbers.

**TABLE 1: Applicant Identification Information**

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Tel: (609) 452-8197	Delaware	0025854779	Transferor

<sup>18</sup> See 47 C.F.R. §§ 63.04(a)(1), (2).

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48 <sup>th</sup> Floor New York, NY 10001 Tel: (212) 907-5100	Delaware	0030233035	Transferee
RCN Telecom Services (Lehigh) LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0019653450	Authority Holder
RCN Telecom Services of Philadelphia, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0019653443	Authority Holder
RCN Telecom Services of New York, LP 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0019653401	Authority Holder
RCN Telecom Services of Massachusetts, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0019653476	Authority Holder
RCN Telecom Services of Illinois, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0008314908	Authority Holder
Starpower Communications, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0003735016	Authority Holder
Grande Communications Networks, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0006178198	Authority Holder
Astound Broadband, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Washington	0013907894	Authority Holder

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
Astound Phone Services, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0026914994	Authority Holder
ETS Telephone Company, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0004322814	Authority Holder
ETS Cablevision, Inc. 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0003749678	Authority Holder

**Contact Information<sup>19</sup>**

The Commission should address correspondence regarding this application to the persons identified in Table 2 below.

**TABLE 2: Applicant Contact Information**

Applicant	Company Contact	Counsel Contact
Transferor and Authority Holders	<p>Jeffrey B. Kramp General Counsel Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: jkramp@patmedia.us</p> <p>Joe Kahl Vice President, Regulatory &amp; Public Affairs RCN / Grande / Wave 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: joe.kahl@rcn.net</p>	<p>Edward A. Yorkgitis, Jr. Winafred R. Brantl KELLEY DRYE &amp; WARREN, LLP 3050 K St., NW Suite 400 Washington, D.C. 20007 Telephone: (202) 342-8400 Email: cyorkgitis@kelleydrye.com wbrantl@kelleydrye.com</p> <p>Michael R. Dover KELLEY DRYE &amp; WARREN, LLP 333 West Wacker Drive, Suite 2600 Chicago, IL 60606 Telephone: (312) 857-7087 Email: mdover@kelleydrye.com</p>

<sup>19</sup> See *id.* § 63.04(a)(3).

Applicant	Company Contact	Counsel Contact
Transferee	<p>Brian McMullen Senior Managing Director Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48<sup>th</sup> Floor New York, NY 10001 Email: mcmullen@stonepeakpartners.com</p> <p>Adrienne Saunders General Counsel Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48<sup>th</sup> Floor New York, NY 10001 Email: saunders@stonepeakpartners.com</p>	<p>William M. Wiltshire Michael D. Nilsson H. Henry Shi HARRIS, WILTSHIRE &amp; GRANNIS LLP 1919 M Street, NW, Suite 800 Washington, DC 20036 Telephone: (202) 730-1300 Email: wwiltshire@hwglaw.com mnilsson@hwglaw.com hshi@hwglaw.com</p>

#### **Proposed Direct and Indirect Ownership of Authority Holders<sup>20</sup>**

Upon consummation of the Proposed Transaction, certain entities and/or individuals are expected to hold, directly or indirectly, a 10-percent-or-greater equity or voting interest in the Authority Holders as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers. These interests are reflected in the organizational charts provided in Attachment 1 and the related information required by the Commission is provided in the table provided in Attachment 2.

<sup>20</sup> See *id.* § 63.04(a)(4).

**Certification Regarding the Anti-Drug Abuse Act of 1988<sup>21</sup>**

The Applicants certify that no party to this application is subject to denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.<sup>22</sup>

**Transaction Description**

The Applicants describe the Proposed Transaction in part I.B above.

**Services Provided and Geographic Areas Services<sup>23</sup>**

The Applicants describe the Authority Holders' services and operating territories in part I.A(2) above.

**Streamlining<sup>24</sup>**

This application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1)(ii), because the Proposed Transaction does not transfer control of the authorizations held by the Authority Holders to another telecommunications provider, and pursuant to 47 C.F.R. § 63.03(b)(2), because no Applicant (nor any Applicant affiliate) is dominant with respect to any service.

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<sup>21</sup> See 47 C.F.R. §§ 63.04(a)(5).

<sup>22</sup> 21 U.S.C. § 862(a); Anti-Drug Abuse Act of 1988, Pub. L. No. 100-690, § 5301, 102 Stat. 4181, 4310-12 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act of 1990, Pub. L. No. 101-647, § 1002(d)(1), 104 Stat. 4789, 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

<sup>23</sup> 47 C.F.R. § 63.04(a)(7).

<sup>24</sup> 47 C.F.R. § 63.04(a)(8).

**Other Applications Filed with the Commission<sup>25</sup>**

In connection with the Proposed Transaction, applications are concurrently being filed with the International Bureau for authority to transfer of control of an earth station license, with the Wireless Telecommunications Bureau for authority to transfer of control of numerous wireless licenses, and with the Media Bureau for authority to transfer of control of a CARS license.

**Business Necessity<sup>26</sup>**

The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction in the second calendar quarter of 2021.

**Waiver Requests<sup>27</sup>**

The Applicants have not requested any waivers relating to this Application.

**Public Interest Benefits<sup>28</sup>**

Please see part II above for a discussion of the public interest benefits of the Proposed Transaction.

**IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.24**

The Applicants provide the following information pursuant to 47 C.F.R. § 63.24(e).

**A. Applicant Identification Information<sup>29</sup>**

See response to part III.A above for the Applicants' names, addresses, telephone numbers, place of organization, and FCC Registration Numbers.

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<sup>25</sup> 47 C.F.R. § 63.04(a)(9).

<sup>26</sup> 47 C.F.R. § 63.04(a)(10).

<sup>27</sup> 47 C.F.R. § 63.04(a)(11).

<sup>28</sup> 47 C.F.R. § 63.04(a)(12).

<sup>29</sup> 47 C.F.R. § 63.18(a), (b).



**Contact Information<sup>30</sup>**

See response to part III.B above for the contact details of the persons to whom correspondence relating to this application should be addressed.

**Prior Section 214 Authority<sup>31</sup>**

The Authority Holders hold global or limited global facilities-based and resale authority, granted under the file numbers identified in Table 3:

**Table 3: International Section 214 Authorizations**

<b>Authority Holder</b>	<b>International 214 File Nos.</b>
RCN Telecom Services (Lehigh) LLC	ITC-214-19961004-00490 ITC-214-19970717-00411 ITC-214-19970723-00430 ITC-214-19981002-00679
RCN Telecom Services of Philadelphia, LLC	ITC-214-19970707-00379
RCN Telecom Services of New York, LP	ITC-214-19970707-00384
RCN Telecom Services of Massachusetts, LLC	ITC-214-19971027-00661
RCN Telecom Services of Illinois, LLC	ITC-214-19980731-00532
Starpower Communications, LLC	ITC-214-19980116-00024
Grande Communications Networks, LLC	ITC-214-20001108-00651
Astound Broadband, LLC	ITC-214-20050701-00565
Astound Phone Service, LLC	ITC-214-20171016-00172
ETS Telephone Company, Inc.	ITC-214-19960311-00007

<sup>30</sup> 47 C.F.R. § 63.18(c).

<sup>31</sup> 47 C.F.R. § 63.18(d).

**Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates.<sup>32</sup>**

See response to part III.C above, specifically Attachment 2 and the organizational charts in Attachment 1, for a list of entities and persons that will, upon consummation of the Transaction, hold directly or indirectly a 10-percent-or-greater equity or voting interest in the Authority Holders, and the percentage expected to be held by each of those entities and persons. Transferee does not have any interlocking directorates with a foreign carrier.

**Certification Regarding Foreign Carrier Status and Foreign Affiliations<sup>33</sup>**

Applicants certify that upon consummation of the Proposed Transaction: (1) none of Transferee or the Authority Holders will be a foreign carrier in any foreign country; and (2) Transferee and the Authority Holders will be affiliated with the foreign carriers identified in Table 4 (the “Foreign Affiliates”), which are ultimately controlled by Mr. Dorrell:

**Table 4: Stonepeak Foreign Affiliates**

<b>Affiliate</b>	<b>Countries</b>
ExteNet Systems (Canada) Inc.	Canada
Xplornet Communications Inc.	Canada
DAScom Inc.	Canada
Hudson Fiber Network	Canada
euNetworks GmbH	Austria, Czech Republic, Germany
euNetworks BVBA	Belgium
euNetworks Fiber UK Ltd	Denmark, Finland, Ireland, Norway, Sweden, United Kingdom
euNetworks SAS	France
euNetworks Managed Services GmbH	Germany

<sup>32</sup> 47 C.F.R. § 63.18(h).

<sup>33</sup> 47 C.F.R. § 63.18(i).

euNetworks S.r.l	Italy
euNetworks BV	Netherlands
euNetworks 1 Pte Ltd	Singapore
euNetworks AG	Switzerland

#### **Certification Regarding Destination Countries<sup>34</sup>**

The Applicants certify that, upon consummation of the Proposed Transaction, (1) none of Transferee or the Authority Holders will be a foreign carrier in any of the countries that the Authority Holders service; (2) none of Transferee or the Authority Holders will control foreign carriers in the destination countries on the routes served by the Authority Holders; (3) Stonepeak is presently expected to continue to control the Foreign Affiliates (although as a private equity firm, Stonepeak may investigate opportunities to divest its interest in the Foreign Affiliates from time to time); and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers in the countries served by the Authority Holders) will own, in aggregate, more than 25 percent of Transferee or the Authority Holders and are parties to, or beneficiaries of, a contractual relationship affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the routes served by the Authority Holders.

#### **Certifications Regarding WTO Status<sup>35</sup>**

No response is required, as the Applicants did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

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<sup>34</sup> See *id.* § 63.18(j).

<sup>35</sup> See *id.* § 63.18(k).

**Non-Dominant Status<sup>36</sup>**

The Foreign Affiliates identified in part IV.E above each satisfy the requirement of 47 C.F.R. § 63.10(a)(3), as each holds significantly less than a 50-percent market share in the international transport and local access markets in its respective country. Moreover, none of the Foreign Affiliates has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.<sup>37</sup> Accordingly, these foreign-carrier affiliates are each presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.

**Special Concessions<sup>38</sup>**

The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**Certification Regarding the Anti-Drug Abuse Act of 1988.<sup>39</sup>**

See part III.D above for the Applicants' Anti-Drug Abuse Act certification.

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<sup>36</sup> See *id.* § 63.18(m).

<sup>37</sup> See *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd 945 (Int'l Bur. 2007).

<sup>38</sup> 47 C.F.R. § 63.18(n).

<sup>39</sup> See *id.* § 63.18(o).

**Streamlining<sup>40</sup>**

The Applicants request streamlined processing pursuant to 47 C.F.R. § 63.12(c)(1)(ii), as they qualify for a presumption of non-dominance based on affiliations with the non-dominant Foreign Affiliates described in part IV.E above. The Proposed Transaction raises no foreign ownership concerns that warrant referral to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector.

**CONCLUSION**

For the reasons stated above, the Applicants request that the Commission expeditiously grant consent for the transfer of control of the Authority Holders from Radiate Holdings, L.P., to Stonepeak Associates IV LLC.

Respectfully submitted,

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*Counsel to Transferor and Authority Holders*

Date: November 30, 2020

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<sup>40</sup> See *id.* § 63.18(p).

7.A.

**VERIFICATIONS**

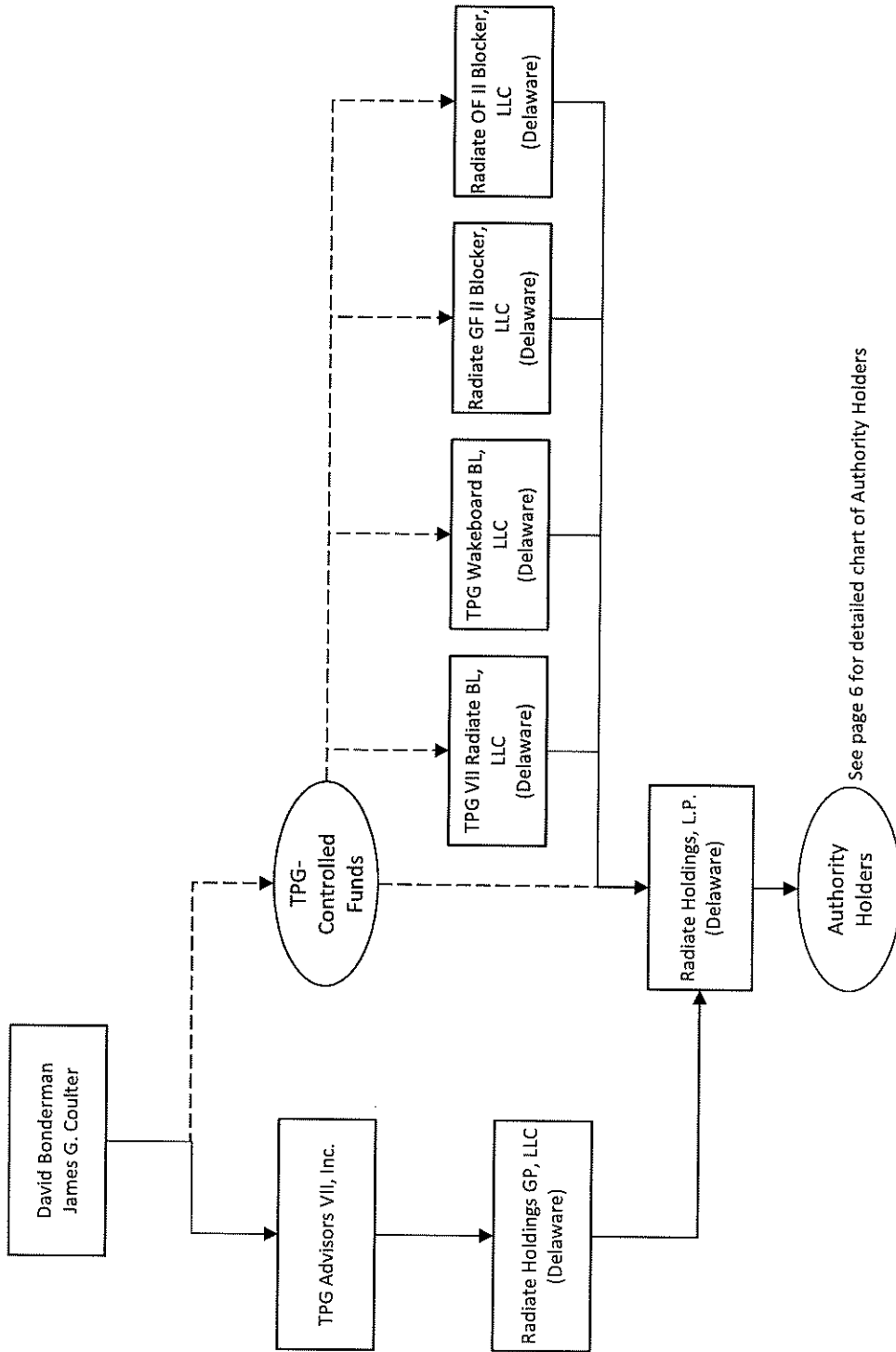
Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.

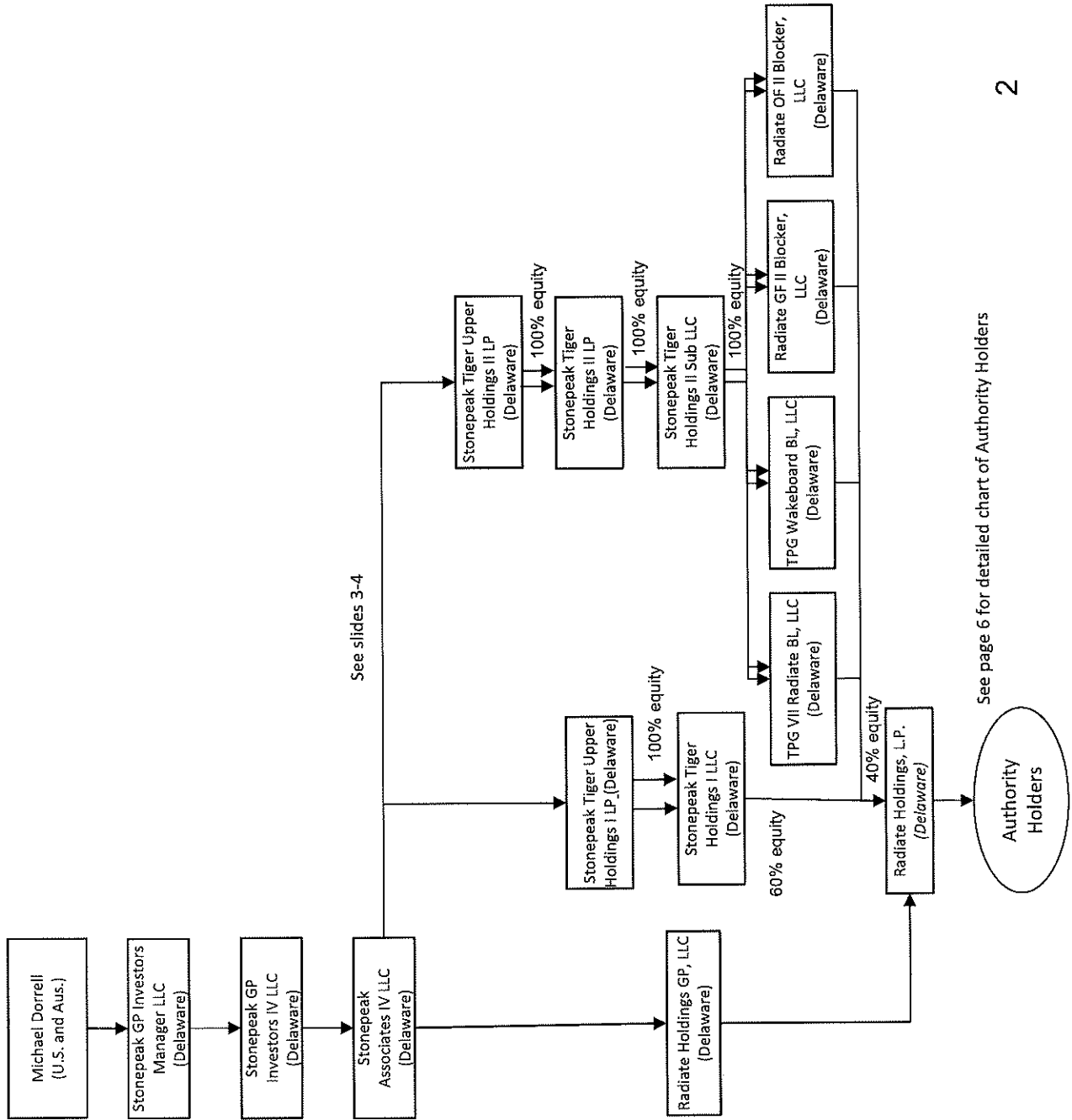
# Pre-Close Ownership of Authority Holders



See page 6 for detailed chart of Authority Holders

Red: GP or other controlling person  
 Blue: Non-controlling member/limited partner equity interests  
 Controlling interests are 100% unless otherwise indicated  
 Dash lines indicate indirect interest.

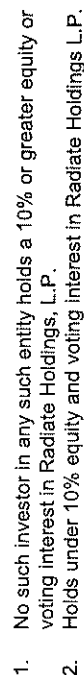
Post-Close Ownership of Authority Holders (Indirect Control of Authority Holders)



See page 6 for detailed chart of Authority Holders

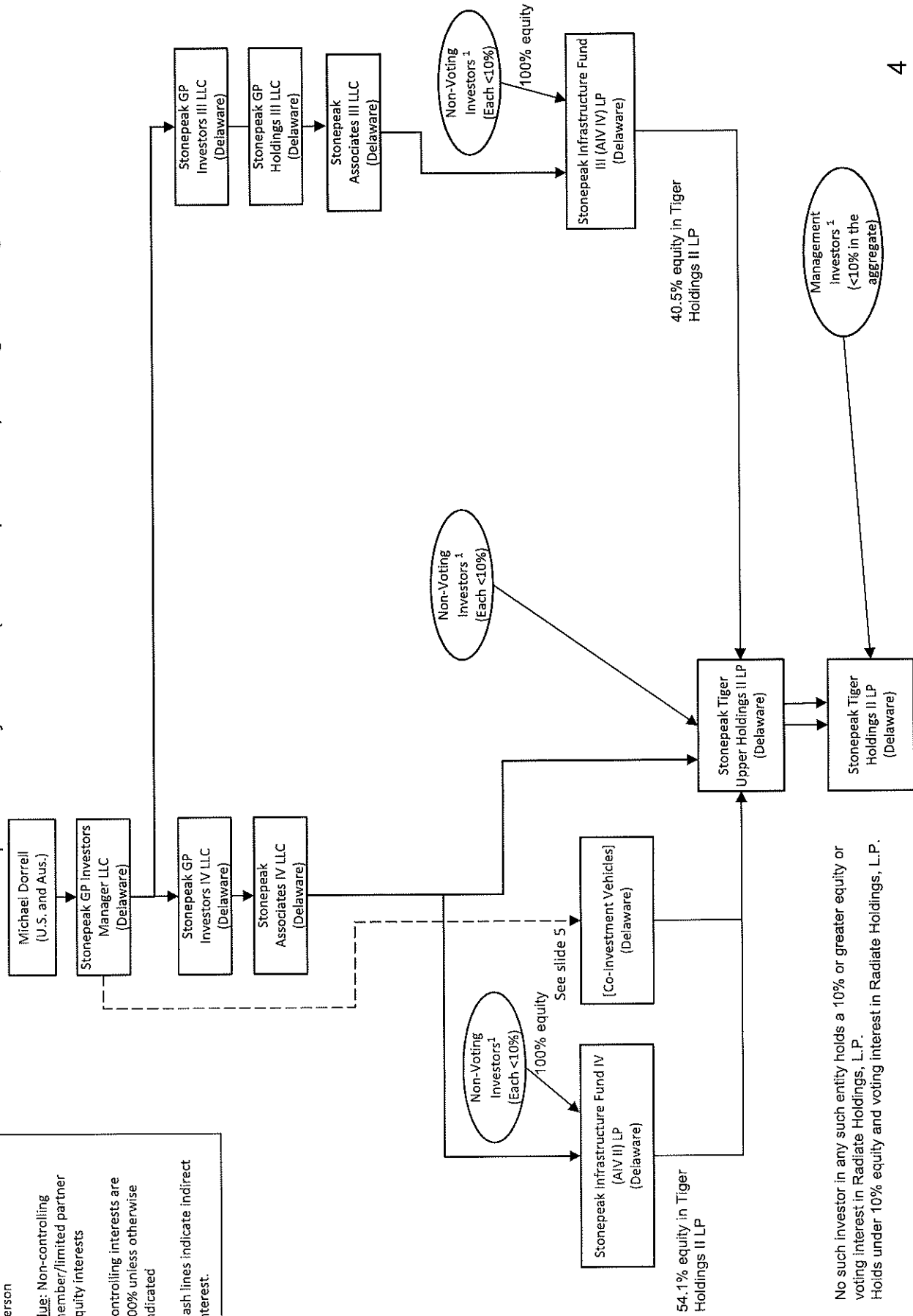


Red: GP or other controlling person  
Blue: Non-controlling member/limited partner equity interests  
Controlling interests are 100% unless otherwise indicated  
Dash lines indicate indirect interest.



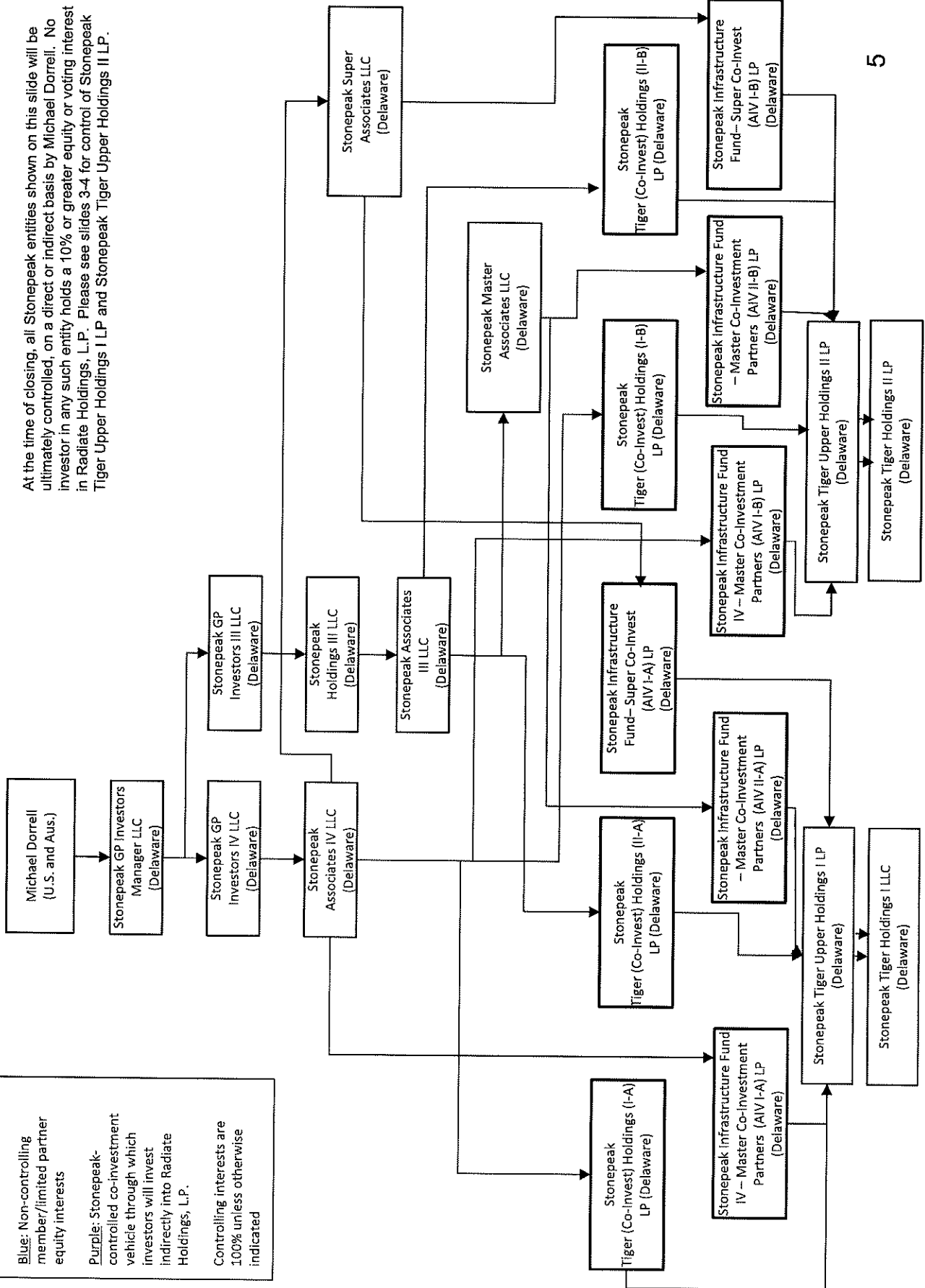
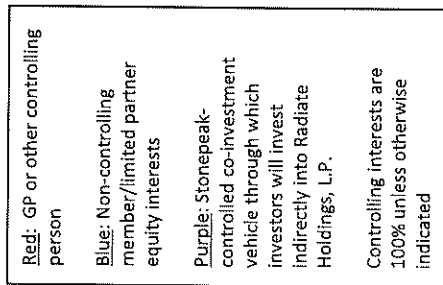
## Post-Close Ownership of Authority Holders (Ownership of Stonepeak Tiger Holdings II LP)

Red: GP or other controlling person  
Blue: Non-controlling member/limited partner equity interests  
 Controlling interests are 100% unless otherwise indicated  
 Dash lines indicate indirect interest.

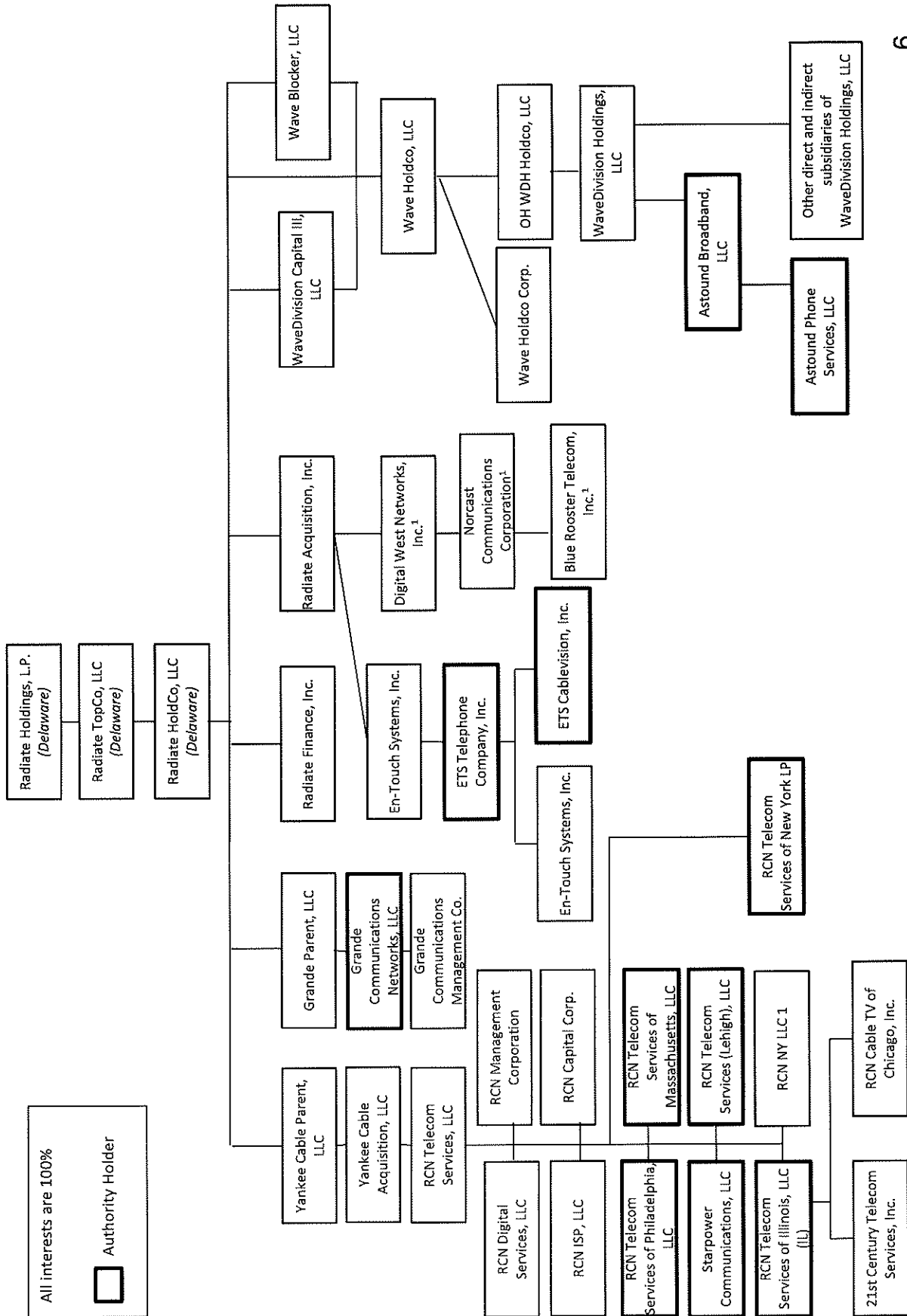


1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings, L.P.

# Post-Close Ownership of Co-Investment Vehicles (Ownership of Tiger Holdings I and II)



## Authority Holders



<sup>1</sup> Pending close of transaction.

**ATTACHMENT 2:  
TRANSFEREES AND AUTHORITY HOLDERS  
POST-CLOSE OWNERSHIP INTERESTS**

Upon consummation of the Proposed Transaction, the following persons will have 10-percent-or-greater direct and indirect equity or voting interests in Radiate Holdings, L.P. (“Radiate Holdings”). Radiate Holdings has and will continue to have 100% indirect equity and voting control of the Authority Holders.<sup>1</sup>

1.     *Name:*                     **Radiate Holdings GP LLC (“Radiate GP”)**  
        *Address:*               717 Fifth Avenue, 25th Floor, New York, NY 10022  
        *Place of Organization:* Delaware  
        *Type of Organization:* limited liability company  
        *Principal Business:* investments  
        *Interest Held:*       Radiate GP will hold a direct 0% equity and 100% voting interest in Radiate Holdings (by virtue of being the general partner of Radiate Holdings)  
        *Role:*                   Radiate GP is and will continue to be the general partner of Radiate Holdings
  
2.     *Name:*                     **Stonepeak Tiger Holdings I LLC (“Tiger Holdings I”)**  
        *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
        *Place of Organization:* Delaware  
        *Type of Organization:* limited liability company  
        *Principal Business:* investments  
        *Interest Held:*       Tiger Holdings I will hold approximately a direct 60% equity and 0% voting interest in Radiate Holdings  
        *Role:*                   Tiger Holdings I will be a passive investor in Radiate Holdings.
  
3.     *Name:*                     **Stonepeak Tiger Upper Holdings I LP (“Tiger Upper Holdings I”)**

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<sup>1</sup> The percentage equity interests set forth in this Attachment 3 are the Transferee’s best estimates as at the date of this application based on the information presently available to the Transferee. The Applicants will, in a timely fashion, notify the Commission of any material changes to these percentage equity interests (including as a result of the exercise of the TPG Investment Right and any co-investment). No change is expected to the control of Radiate GP and in turn the Authority Holders from that set forth herein.

- Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001
- Place of Organization:* Delaware
- Type of Organization:* limited partnership
- Principal Business:* investments
- Interest Held:* Tiger Upper Holdings I will a direct 100% equity and 100% voting interest in Tiger Holdings I (see no. 2)<sup>2</sup>
- Role:* Tiger Upper Holdings I will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members
4. *Name:* **Stonepeak Infrastructure Fund IV (AIV I) LP**
- Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001
- Place of Organization:* Delaware
- Type of Organization:* limited partnership
- Principal Business:* investments
- Interest Held:* Stonepeak Infrastructure Fund IV (AIV I) LP will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 54.1% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3)
- Role:* Stonepeak Infrastructure Fund IV (AIV I) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners
5. *Name:* **Stonepeak Tiger Feeder Fund IV (Delaware A) LLC**
- Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001
- Place of Organization:* Delaware
- Type of Organization:* limited liability company
- Principal Business:* investments
- Interest Held:* Stonepeak Tiger Feeder Fund IV (Delaware A) LLC will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 51.3% equity and 0% voting interest in Stonepeak Infrastructure Fund IV (AIV I) LP (see no. 4)
- Role:* Stonepeak Tiger Feeder Fund IV (Delaware A) LLC will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings

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<sup>2</sup> Stonepeak management will hold in the aggregate a de minimis equity interest in Tiger Holdings I.

## 7.A.

6.     *Name:*                     **Stonepeak Tiger Feeder Fund IV (Delaware B) LLC**  
       *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
       *Place of Organization:* Delaware  
       *Type of Organization:* limited liability company  
       *Principal Business:*    investments  
       *Interest Held:*        Stonepeak Tiger Feeder Fund IV (Delaware B) LLC will hold an indirect 3.2% equity and 0% voting interest in Tiger Holdings I (see no. 2.) through its indirect 3.2% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3) held through Stonepeak-managed entities, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings  
       *Role:*                   Stonepeak Tiger Feeder Fund IV (Delaware B) LLC will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
7.     *Name:*                     **Stonepeak Infrastructure Fund III (AIV I) LP**  
       *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
       *Place of Organization:* Delaware  
       *Type of Organization:* limited partnership  
       *Principal Business:*    investments  
       *Interest Held:*        Stonepeak Infrastructure Fund III (AIV I) LP will hold an indirect 40.5% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 40.5% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3)  
       *Role:*                   Stonepeak Infrastructure Fund III (AIV I) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners
8.     *Name:*                     **Stonepeak Tiger Feeder Fund III (Delaware A) LLC**  
       *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
       *Place of Organization:* Delaware  
       *Type of Organization:* limited liability company  
       *Principal Business:*    investments  
       *Interest Held:*        Stonepeak Tiger Feeder Fund III (Delaware A) LLC will hold an indirect 14.6% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 36.1% equity and 0% voting interest in Stonepeak Infrastructure Fund III (AIV I) LP (see no. 7)

- Role:* Stonepeak Tiger Feeder Fund III (Delaware A) LLC will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
9. *Name:* **Stonepeak Tiger Holdings II Sub LLC (“Tiger Holdings II”)**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
*Place of Organization:* Delaware  
*Type of Organization:* limited liability company  
*Principal Business:* investments  
*Interest Held:* Tiger Holdings II will hold approximately an indirect 40% equity and 0% voting interest in Radiate Holdings through its direct holding of 100% of the membership interests in the following limited liability companies, that collectively hold approximately a 40% equity and 0% voting interest in Radiate Holdings: TPG VII Radiate BL, LLC; TPG Wakeboard BL, LLC; Radiate GF II Blocker, LLC; and Radiate OF II Blocker, LLC.  
*Role:* Tiger Holdings II will be an indirect passive investor in Radiate Holdings
10. *Name:* **Stonepeak Tiger Holdings II LP**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
*Place of Organization:* Delaware  
*Type of Organization:* limited partnership  
*Principal Business:* investments  
*Interest Held:* Stonepeak Tiger Holdings II LP will hold a direct 100% equity and 100% voting interest in Tiger Holdings II (see no. 9)  
*Role:* Stonepeak Tiger Holdings II LP will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its limited partners.
11. *Name:* **Stonepeak Tiger Upper Holdings II LP (“Tiger Upper Holdings II”)**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
*Place of Organization:* Delaware  
*Type of Organization:* limited partnership  
*Principal Business:* investments  
*Interest Held:* Tiger Upper Holdings II will hold an indirect 100% equity and 100% voting interest in Tiger Holdings II (see no. 9)



- through its direct 100% equity and 100% voting interest in Stonepeak Tiger Holdings II LP (see no. 10)<sup>3</sup>
- Role:* Stonepeak Tiger Holdings II LP will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its limited partners
12. *Name:* **Stonepeak Infrastructure Fund IV (AIV II) LP**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
*Place of Organization:* Delaware  
*Type of Organization:* limited partnership  
*Principal Business:* investments  
*Interest Held:* Stonepeak Infrastructure Fund IV (AIV II) LP will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings II (see no. 9) through its direct 54.1% equity interest and 0% voting interest in Tiger Upper Holdings II (see no. 11)  
*Role:* Stonepeak Infrastructure Fund IV (AIV II) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
13. *Name:* **Stonepeak Infrastructure Fund III (AIV IV) LP**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
*Place of Organization:* Delaware  
*Type of Organization:* limited partnership  
*Principal Business:* investments  
*Interest Held:* Stonepeak Infrastructure Fund III (AIV IV) LP will hold an indirect 40.5% equity and 0% voting interest in Tiger Holdings II (see no. 9) through its a direct 40.5% equity and 0% voting interest in Tiger Upper Holdings II (see no. 11)  
*Role:* Stonepeak Infrastructure Fund III (AIV IV) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
14. *Name:* **Stonepeak Associates IV LLC**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001

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<sup>3</sup> Stonepeak management will hold in aggregate a de minimis equity interest in Stonepeak Tiger Holdings II LP.

## 7.A.

*Place of Organization:* Delaware  
*Type of Organization:* limited liability company  
*Principal Business:* investments  
*Interest Held:* Stonepeak Associates IV LLC will hold a direct 100% equity and 100% voting interest in Radiate GP (see no. 1).

*Role:* Stonepeak Associates IV LLC will indirectly control Radiate Holdings (and thus the Authority Holders) through its ability to appoint a majority of the directors of the Radiate GP (see no. 1).

Stonepeak Associates IV LLC will also indirectly control the following passive investors:

(i) Tiger Holdings I through its role as the managing member of Tiger Upper Holdings I (see no. 3), which is the managing member of Tiger Holdings I (see no. 2);

(ii) Stonepeak Infrastructure Fund IV (AIV I) LP as its general partner (see no. 4);

(iii) Stonepeak Tiger Feeder Fund IV (Delaware A) LLC as its managing member (see no. 5);

(iv) Stonepeak Tiger Feeder Fund IV (Delaware B) LLC as its managing member (see no. 6);

(v) Tiger Holdings II through its role as the general partner of Tiger Upper Holdings II (see no. 11), which is the general partner of Stonepeak Tiger Holdings II LP (see no. 10), which in turn is the managing member of Tiger Holdings II (see no. 9); and

(vi) Stonepeak Infrastructure Fund IV (AIV II) LP as its general partner (see no. 12).

15. *Name:* **Stonepeak Associates III LLC**  
*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
*Place of Organization:* Delaware  
*Type of Organization:* limited liability company  
*Principal Business:* investments  
*Interest Held:* Stonepeak Associates III LLC will control the following indirect passive investors in Radiate Holdings: (i) Stonepeak Infrastructure Fund III (AIV I) LP (see no. 7) as its general

## 7.A.

partner; and (ii) Stonepeak Tiger Feeder Fund III (Delaware A) LLC as its managing member (see no. 8); and (iii) Stonepeak Infrastructure Fund III (AIV IV) LP as its general partner (see no. 13).

16.     *Name:*                     **Stonepeak GP Investors IV LLC**  
          *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
          *Place of Organization:* Delaware  
          *Type of Organization:* limited liability company  
          *Principal Business:* investments  
          *Interest Held:*       Stonepeak GP Investors IV LLC will hold a direct 100% voting interest in Stonepeak Associates IV LLC (see no. 14)  
          *Role:*                 Through its role as the managing member of Stonepeak Associates IV LLC, Stonepeak GP Investors IV LLC will indirectly control Tiger Holdings I, Tiger Holdings II, and Radiate GP
17.     *Name:*                     **Stonepeak GP Holdings III LLC**  
          *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
          *Place of Organization:* Delaware  
          *Type of Organization:* limited liability company  
          *Principal Business:* investments  
          *Interest Held:*       Stonepeak GP Holdings III LLC will hold a direct 100% voting interest in Stonepeak Associates III LLC (see no. 15)  
          *Role:*                 Stonepeak GP Investors III LLC will indirectly control certain passive investors in Tiger Holdings I and in Tiger Holdings II through its role as the managing member of Stonepeak Associates III LLC
18.     *Name:*                     **Stonepeak GP Investors III LLC**  
          *Address:*               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
          *Place of Organization:* Delaware  
          *Type of Organization:* limited liability company  
          *Principal Business:* investments  
          *Interest Held:*       Stonepeak GP Investors III LLC will hold a direct 100% 100% voting interest in Stonepeak GP Holdings III LLC (see no. 18)  
          *Role:*                 Stonepeak GP Investors III LLC will indirectly control certain passive investors in Tiger Holdings I and in Tiger Holdings II through its role as the managing member of Stonepeak GP Holdings III LLC

## 7.A.

19.     **Name:**                     **Stonepeak GP Investors Manager LLC**  
           **Address:**               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
           **Place of Organization:** Delaware  
           **Type of Organization:** limited liability company  
           **Principal Business:** investments  
           **Interest Held:** Stonepeak GP Investors Manager LLC will hold a direct 100% voting interest in Stonepeak GP Investors IV LLC (see no. 16) and Stonepeak GP Investors III LLC (see no. 18)  
           **Role:** Stonepeak GP Investors Manager LLC will indirectly control Tiger Holdings I, Tiger Holdings II, and Radiate GP through its role as the managing member of Stonepeak GP Investors IV LLC
20.     **Name:**                     **Michael Dorrell**  
           **Address:**               55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001  
           **Citizenship:**           United States and Australia (dual)  
           **Type of Person:**       Individual  
           **Principal Business:**   Founder of Stonepeak  
           **Interest Held:**       Mr. Dorrell will hold a direct 100% voting interest in Stonepeak GP Investors Manager LLC (see no. 19)  
           **Role:** Mr. Dorrell will indirectly control Radiate Holdings through his role as a controlling person of Stonepeak GP Investors Manager LLC

Set out below is a list of co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle would hold such interest).

21.     **Name:**                     **Stonepeak Tiger (Co-Invest) Holdings (I-A) LP**  
                                       **Stonepeak Tiger (Co-Invest) Holdings (II-A) LP**  
                                       **Stonepeak Infrastructure Fund– Super Co-Invest (AIV I-A) LP**  
                                       **Stonepeak Tiger (Co-Invest) Holdings (I-B) LP**  
                                       **Stonepeak Tiger (Co-Invest) Holdings (II-B) LP**  
                                       **Stonepeak Infrastructure Fund IV – Master Co-Investment Partners (AIV I-A) LP**  
                                       **Stonepeak Infrastructure Fund – Master Co-Investment Partners (AIV II-A) LP**  
                                       **Stonepeak Infrastructure Fund IV – Master Co-Investment Partners (AIV I-B) LP**

## 7.A.

**Stonepeak Infrastructure Fund – Master Co-Investment Partners (AIV II-B) LP**  
**Stonepeak Infrastructure Fund– Super Co-Invest (AIV I-B) LP**

*Address:* 55 Hudson Yards, 550 W 34th Street, 48<sup>th</sup> Floor, New York, NY 10001

*Place of Organization:* Delaware

*Type of Organization:* limited partnership

*Principal Business:* investments

*Interest Held:* Each of the entities may hold a 10% or greater indirect equity interest in Radiate Holdings.

*Role:* Each of the entities will be a passive investor in Radiate Holdings, and is directly or indirectly controlled by either Stonepeak Associates III LLC (see no. 15) and Stonepeak Associates IV LLC (see no. 14) and ultimately Mr. Dorrell (see no. 20)

Other than the interest holders identified above and the TPG Fund, no other entity or individual will, upon consummation of the Proposed Transaction, hold a 10-percent-or-greater direct or indirect equity or voting interest in Radiate Holdings and Authority Holders.

**Exhibit II.3: Statement Regarding Qualification to Transact Business**

Transferee is a holding company with no operations, and therefore, it does not need authority to transact business in any states where Franchisee provides cable service.

7.A.

**Exhibit II.7: Statement Regarding Pledge of Stock**

The Proposed Transaction is not contemplated to result in any change in the existing financing arrangements that may involve the pledge of Franchisee's stock. The Transferee understands that certain rights on default with respect to any existing or future financing arrangement may require approval of the Federal Communications Commission, applicable state regulators, and/or this franchising authority before being exercised.



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**Exhibit III: Transferee's Financial Qualifications**

Franchisee will continue to rely on the financial qualifications of its indirect parent, Radiate Holdings, L.P., with additional financial support able to be provided by Transferee and its affiliates (as and if required). Confidential Attachment B hereto, which is provided under seal, contains the most recent full year of financial statements of Radiate Holding.

7.A.

#### **Exhibit IV: Transferee's Technical Qualifications**

Following consummation of the Proposed Transaction, it is contemplated that Franchisee will continue to provide high-quality communications services to customers pursuant to the terms of the current Franchise Agreement without interruption and without change in rates, terms, or conditions. Applicants emphasize that the Proposed Transaction will be seamless and transparent to customers, and is not anticipated to result in the discontinuance, reduction, loss, or impairment of service to customers.

It is contemplated that Franchisee's cable system will be managed by Franchisee's existing technical and operational personnel, to be led by a management team with decades of industry experience. In addition, Transferee and its affiliates will provide Franchisee with access to an experienced communications investment team. (See enclosed copy of FCC Section 214 application for further discussion.) As such, the Proposed Transaction will not have a detrimental effect on, or result in a material adverse change in, the services provided to existing customers of Franchisee.

The biographies of Franchisee's key post-closing management personnel are as follows:

#### **BIOGRAPHIES OF KEY PERSONNEL FOR PATRIOT MEDIA, RCN, GRANDE, WAVE AND EN-TOUCH**

##### ***Steve Simmons - Chairman***

Steve created his first cable company, Simmons Communications, in 1981. Over the next decade it served over 300,000 customers in 20 states. The company improved cable service in many places around the country, including its complete turnaround of the Long Beach, California system. Upon its sale the Mayor issued a proclamation citing the great improvement in customer and technical service and major contributions to the community.

In 2001 Steve started Patriot Media. The dramatically improved service in its system serving Princeton and 29 other towns in New Jersey, won plaudits from local communities. In 2006 he and the Patriot team were recognized by CableWorld as US Independent Cable Operator of the Year for Patriot's operational success and advanced triple play technology. Today, Steve and the Patriot management team have ownership in and manage RCN Cable and Grande that together serve over 600,000 customers.

Steve also served on the Board of Virgin Media, a public company that provided cable and mobile service in the United Kingdom, and today sits on the Board of Cablevision. Steve previously served on the NCTA Board for 3 years, was voted a Cable Pioneer, and for over 25 years has been chairing the Cable Entrepreneurs Club whose members include 25 present and former Chairmen/CEOs of cable companies. In 2015 he was voted into the Cable Hall of Fame.

In his non-cable life, Steve has worked on the White House staff, been a professor at the University of California, a Governor on the US Broadcasting Board of Governors where he chaired committees overseeing Voice of America and Radio Free Europe/Radio Liberty, Chair of the gubernatorial Commission in Connecticut examining the educational achievement gap, and producer of an Emmy Award winning documentary on education reform issues. Steve has also written 5 children's books. He is a graduate of Cornell University and Harvard Law School.

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***Jim Holanda - President & CEO***

Jim began his cable industry career 28 years ago with Comcast after graduating from The Ohio State University. His career has taken his family to California, New Jersey, Colorado and Missouri, where he was the Regional Vice President of Operations for Charter Communications in St. Louis.

Jim returned to New Jersey as President and General Manager of Patriot Media, establishing and running that cable operation for four-and-a-half years until its' sale in August 2007. Post-sale, Patriot Media Consulting was founded with Jim as Chief Executive Officer and consists of numerous former Patriot Media executives. The company is engaged in the evaluation, acquisition and management of cable investments.

In December 2007, Patriot Media Consulting assumed management of Choice Cable TV of Puerto Rico, an internet, phone and cable TV provider passing 340,000-plus households in the western and southern portions of the island. In August 2010, this same team began management of RCN Cable's cable operation, passing over 1.4 million households, and in 2013 added Grande Communications to the list of companies they manage; Jim serves as Chief Executive Officer of both companies.

***John Feehan - EVP & CFO***

John joined Patriot Media in March, 2011. He serves as CFO for Patriot Media, Grande, and RCN. John had spent the previous 10 years before joining Patriot Media in the wireless communications industry where he was most recently the SVP, CFO of the Sprint/Nextel Prepaid Group. For the 8 years prior to joining Sprint/Nextel, John was the EVP, CFO of Virgin Mobile USA and joined Sprint/Nextel when Virgin Mobile was acquired by Sprint in November 2009. John was the initial finance department hire in January 2002 when Virgin Mobile USA was formed and helped lead the company from its national launch to become one of the nation's top wireless carriers with more than 5 million subscribers and \$1.3 billion in annual revenues. As CFO, John led the initial public offering of Virgin on the NYSE in October 2007. Prior to joining Virgin Mobile, he served as chief financial officer of SAGE BioPharma, a leading manufacturer of infertility products. John began his career at Price Waterhouse and has held various senior level management positions throughout his 29-year career. He holds a bachelor's degree in accounting and management information systems from St. Joseph's University in Philadelphia and is a certified public accountant in the state of PA.

7.A.

***Chris Fenger - EVP & COO***

Chris has served as the Executive Vice President and Chief Operating Officer at RCN Cable since May 2013 and previously served as the Senior Vice President of Operations at RCN Cable since April 2011. He currently also serves as the Executive Vice President and Chief Operating Officer at Grande. Chris has been in the cable industry for over 34 years and most recently was the Division President of Bright House Networks of Central Florida. Prior to that, he was with Charter Communications for over four years, initially as Regional Senior Vice President of Operations for the North Central Region and then as the Divisional Senior Vice President of Operations for the Western Division. Earlier in his career, Chris held various general management and senior operations positions at Marcus Cable, Simmons Communications and Warner Amex Cable.

***Pat Murphy - EVP & CTO***

Patrick is a 39-year cable television veteran with extensive management expertise in engineering, technical system operations, construction, and acquisitions.

During his tenure at Patriot Media, Patrick directed a very aggressive system upgrade. Its completion enabled the system to launch digital video, VOD, increased HSD speeds as well as a voice service. These contributions, along with strong financial, operation and customer growth, garnered Patriot Media the "Independent Operator of the Year Award" by Cable World Magazine.

Prior to joining Patriot Media, he had been with Charter Communications and its predecessors for 18 years in the Los Angeles area in the position of Western Regional Vice President of Engineering and Technical Operations. During his tenure he oversaw capital budgets in excess of \$300 million, upgraded/rebuilt 25,500 miles of system to 750/860 MHz, built six headends and ten hub sites, launched digital video, HSD and VOD services. He also served in several senior technical/operations management positions with Simmons Cable Television, Group W and Acton Communications.

Patrick received his formal education from California State University, Los Angeles, CA, National Institute of Communications (FCC First Class Radio/Telephone license) and Washington University, St. Louis, Mo. Patrick is a member of the Society of Cable Telecommunications Engineers (SCTE). In 2003 he was elected into The Cable TV Pioneers. A published author, his articles have appeared in such periodicals as CED and Communications Technology.

***Rob Roeder - EVP & CDO***

Rob has 36 years of diverse cable television experience, including positions in general management and engineering management, spanning several companies throughout the country.

Prior to joining Patriot Media, Rob was the Western Division Vice President of Advanced Services for Charter Communication's, which encompassed a five-state area and served 2 million customers. In that role, he was responsible for the launch and ongoing operation of a suite of video and broadband products including digital services, high-speed data services, video-on-demand, and interactive services. In his role, Rob was also responsible for the United States first launch of Voice over Internet Protocol (VOP) phone service.

In addition, Rob was responsible for the launch, and operation, of products geared towards the emerging commercial services market including long-haul network transport, Ethernet services, SIP telephony, and Point-to-Point direct circuits.



7.A.

***John Gdovin - EVP & CAO***

John has a 36-year career with independent telecommunications companies that began soon after his 1979 college graduation when he joined a northeastern Pennsylvania company which would become C-TEC. He played an integral part of the team that started the cable television division for C-TEC in the early 1980s. In 1989 he oversaw the consolidation of its customer service operations and established a new customer service call center facility. In addition to customer service, he was also responsible for other corporate business including acquisitions, programming agreements, MIS, franchising, corporate contracts and strategy. He was twice awarded the Company's "Pursuit of Excellence" award for individual performance, in 1986 and 1990, as well as the group award for "Pursuit of Excellence" in 1990.

C-TEC continued its growth and was acquired by RCN Cable in the early 1990s. John remained with RCN Cable and became Executive Vice President of the cable division, responsible for the overall performance of its 380,000 cable TV customers in Michigan, Pennsylvania, New Jersey and New York. After more than 20 years with the company, John joined WideOpenWest, another start-up independent cable operation, in December 1999. Most recently John was a member of the senior team managing Patriot Media since its inception in late 2002. Continuing in that role with Patriot Media, John handles negotiation of programming and retransmission consent agreements, renegotiation of all expired or expiring franchise agreements, government relations, as well as other regulatory, administration and human resources management.

John is an active member of the American Cable Association (ACA) Board of Directors.

***Jeff Kramp - EVP & S&GC***

Jeff joined RCN as Senior Vice President, Secretary and General Counsel in June 2011. He is responsible for the management of all legal matters concerning the Company, including corporate and corporate governance, joint ventures/strategic alliances, transactions/contracts, labor, intellectual property and litigation.

Jeff brings to RCN over 27 years of experience, including seven years working with telecommunications companies, as a member of/legal counselor to senior management teams at public and private companies in a variety of industries. He most recently served for eight years as Senior Vice President, Secretary & General Counsel of NEW Customer Service Companies, Inc., the leading global provider of extended service and buyer protection plans, and as Vice President & General Counsel of Counsel Corporation, a publicly traded investment company with holdings including the telecommunications companies I-Link, Acceris Communications and WorldxChange Communications. He also served as Secretary and General Counsel of WESCO International, Inc., a \$4+ billion Fortune 500 distributor of over 200,000 electrical and industrial products, and as an Associate General Counsel at Westinghouse Electric Corporation providing general corporate counsel to businesses in the commercial division, including Group W Productions. Jeff began his legal career as an Associate Attorney with a litigation and corporate practice at the Pittsburgh office of the law firm of Eckert, Seamans, Cherin & Mellott.

Jeff earned a Juris Doctorate degree from Case Western University School of Law in Cleveland, Ohio and a bachelor's Degree from The College of Wooster in Wooster, Ohio, where he graduated with honors.

7.A.

***Patrick Knorr, EVP and CCO***

Mr. Knorr joined us in connection with the TPG Acquisition of Wave. Previously, he served as Executive Vice President of Business Solutions at Wave Broadband from 2012 to 2017. Prior to Wave, Mr. Knorr served as Chief Operation Officer of The World Company with P&L responsibilities for Cable, Broadband, Newspaper, and Magazine properties across three states including industry leading small cable operator Sunflower Broadband from 1999 to 2011. Earlier in his career Mr. Knorr was in leadership roles at several smaller technology companies bringing the first available Internet access to many rural Kansas communities.

***Parisa Salehani - SVP & Controller***

Parisa joined Patriot Media Consulting in October 2018. Previously, Ms. Salehani served as Vice President, Corporate Controller at Internova Travel Group, the largest travel agency in the United States, where she was part of the redesign of the company to support its acquisition program and public-market readiness. Prior to joining Internova Travel Group, Ms. Salehani served as Assistant Controller at Time Inc. where she was an integral part of the team that led its successful spin-off from Time Warner and ultimate sale to Meredith Corporation. Before joining Time Inc. Ms. Salehani held financial positions at Viacom Inc. and American Express Corporation. Ms. Salehani began her career at PricewaterhouseCoopers LLP and is a Certified Public Accountant. Ms. Salehani holds a B.S in Accounting, Information Systems and Economics from the City University of New York.

***Jackie Heitman - SVP Sales & Marketing***

With over 30 years of marketing experience, Jackie has an extensive background in integrated marketing across a variety of industries including cable, sports, entertainment, telecommunications, and broadcast television. Prior to her current role as Senior Vice President of Sales and Marketing, she was the Senior Vice President of Marketing at Bresnan where she oversaw corporate marketing and sales. She also spearheaded the company's bundled service initiatives, including such products as digital cable, high-speed Internet, and digital phone.

Previously, Ms. Heitman worked with Cox Communications where she held the post of Marketing Vice President for New Orleans. At Cox, she planned and executed the launch of the company's telephony product on a facilities-based switched platform. Prior to that, she held a variety of top-level marketing and research positions in which she was responsible for the development and implementation of integrated and targeted business-to-business and business to consumer programs, growth of revenue streams, and realization of cost savings for large and medium-size businesses.

Ms. Heitman holds an MBA and a BS in Business Administration, both of which she earned at the University of Dayton.

7.A.

**CONFIDENTIAL ATTACHMENT A**

**Agreement**

**(CONFIDENTIAL – FILED UNDER SEAL)**

Franchisee, Transferor and Transferee request that the Agreement provided as this Confidential Attachment A be afforded the highest level of confidential treatment, be made available only to those officials and personnel of the City reviewing the request for consent, and not be released or otherwise made available to the public.

Confidential treatment of the Agreement is requested because it contain confidential and propriety information as well as the private terms and conditions of the Proposed Transaction. The Agreement contains proprietary commercial and financial information that is maintained as confidential by the parties, is not publicly available and, if released, could be used by competitors of Franchisee and the parties to the Agreement to cause competitive harm. Accordingly, Franchisee, Transferor, and Transferee request that the City accord the Agreement confidential treatment as described above.

**FILED SEPARATELY UNDER SEAL IN ACCOMPANYING ENVELOPE**

7.A.

**CONFIDENTIAL ATTACHMENT B**

**Financial Statements of Radiate Holdings**

**(CONFIDENTIAL – FILED UNDER SEAL)**

Franchisee, Transferor and Transferee request that the Financial Statements of Radiate Holdings and Franchisee provided as this Confidential Attachment B be afforded the highest level of confidential treatment, be made available only to those officials and personnel of the Franchise Authority reviewing the request for consent, and not be released or otherwise made available to the public.

Confidential treatment of the Financial Statements is requested because it contain confidential and propriety financial and business information that is maintained as confidential by Franchisee and its parent entities, is not publicly available and, if released, could be used by competitors of Franchisee and the parties to the Agreement to cause competitive harm. Accordingly, Franchisee, Transferor, and Transferee request that the Franchise Authority accord the Financial Statements confidential treatment as described above.

**FILED SEPARATELY UNDER SEAL IN ACCOMPANYING ENVELOPE**



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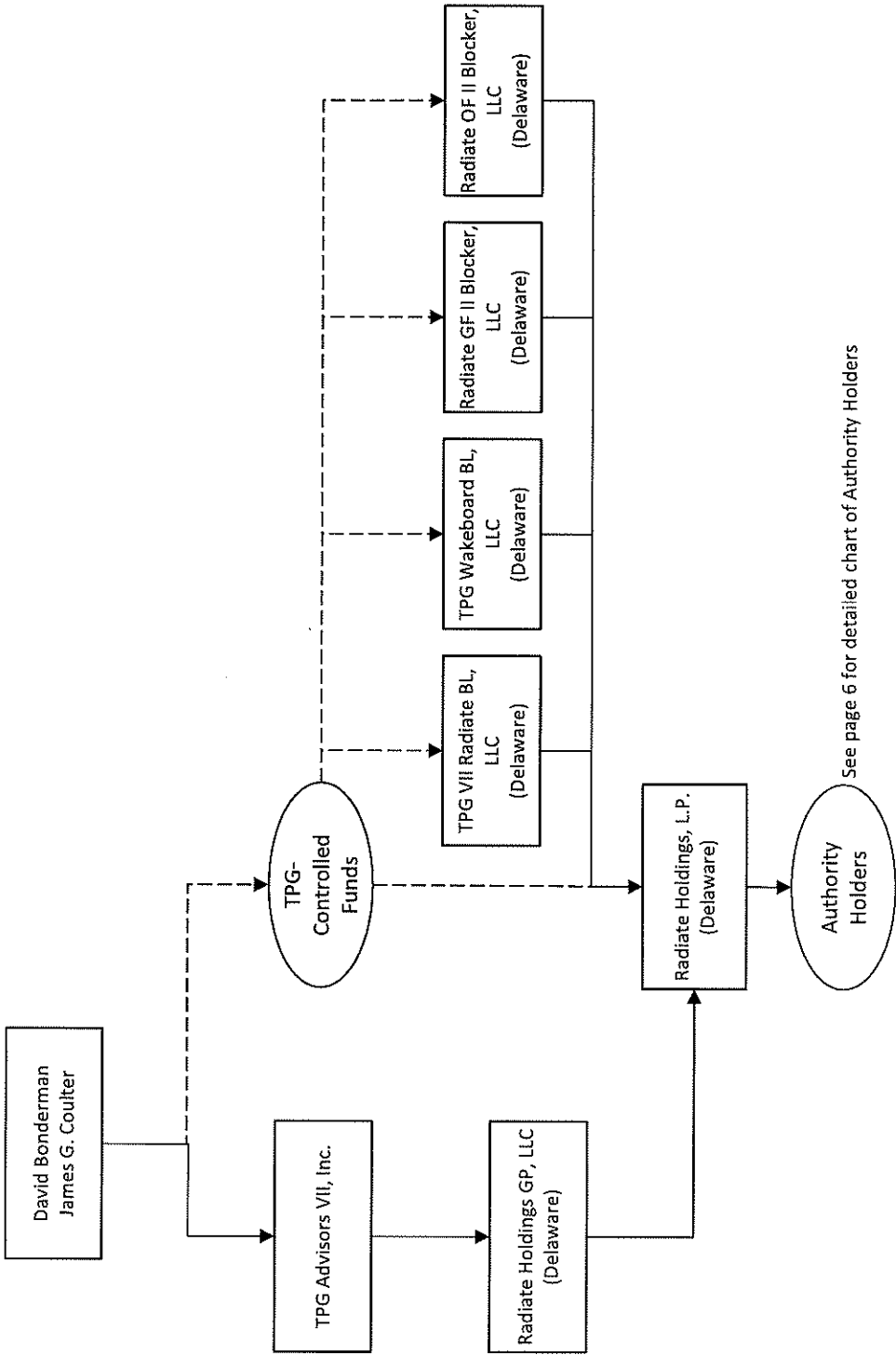
**ATTACHMENT C**

**Current and Post-Transaction Corporate Ownership Structures**

7.A.

Red: GP or other controlling person  
 Blue: Non-controlling member/limited partner equity interests  
 Controlling interests are 100% unless otherwise indicated  
 Dash lines indicate indirect interest.

Pre-Close Ownership of Authority Holders



See page 6 for detailed chart of Authority Holders

7.A.



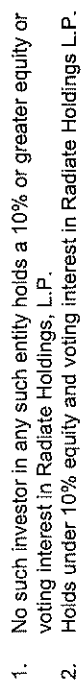
7.A.

Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.

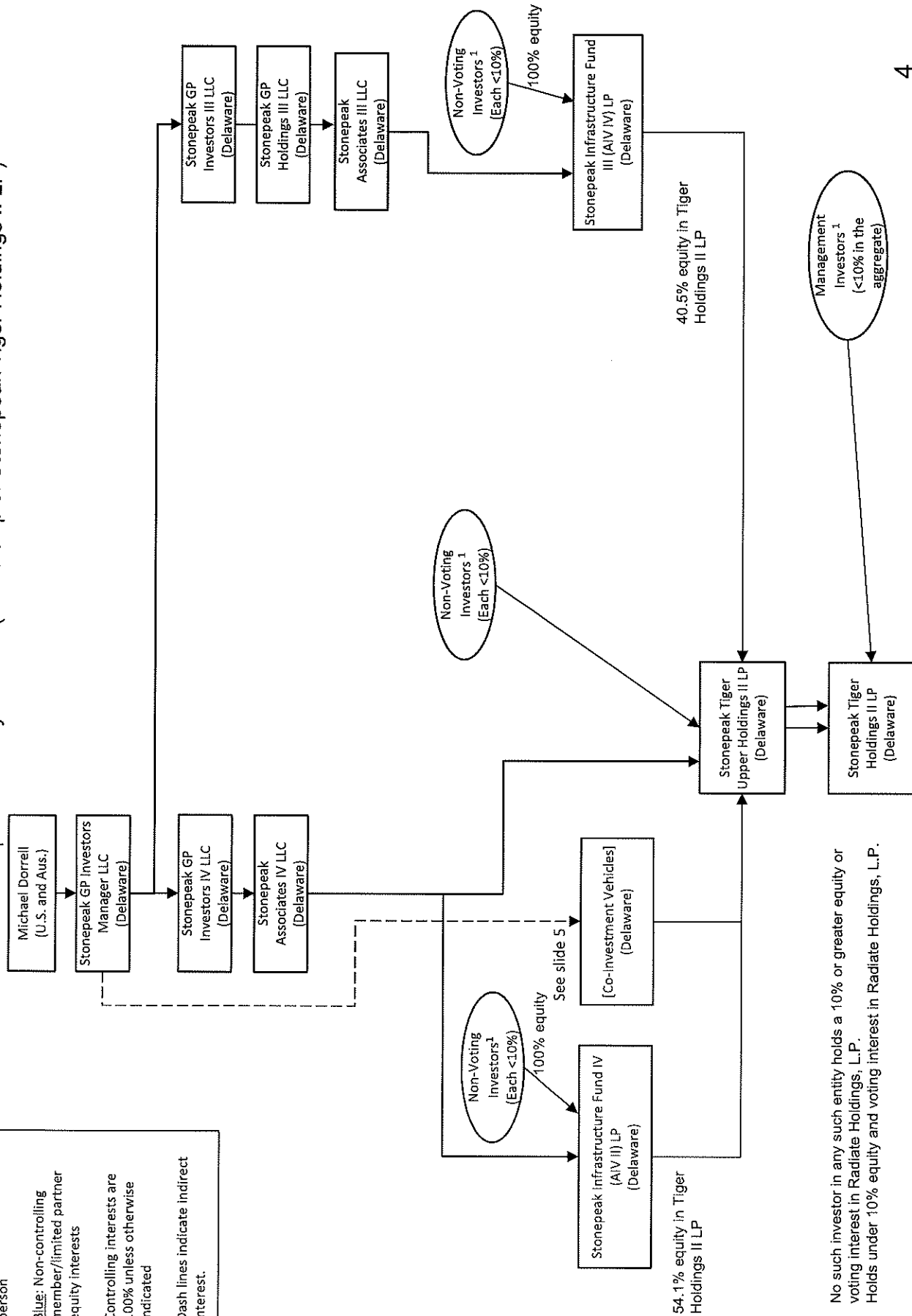




7.A.

Red: GP or other controlling person  
 Blue: Non-controlling member/limited partner equity interests  
 Controlling interests are 100% unless otherwise indicated  
 Dash lines indicate indirect interest.

# Post-Close Ownership of Authority Holders (Ownership of Stonepeak Tiger Holdings II LP)



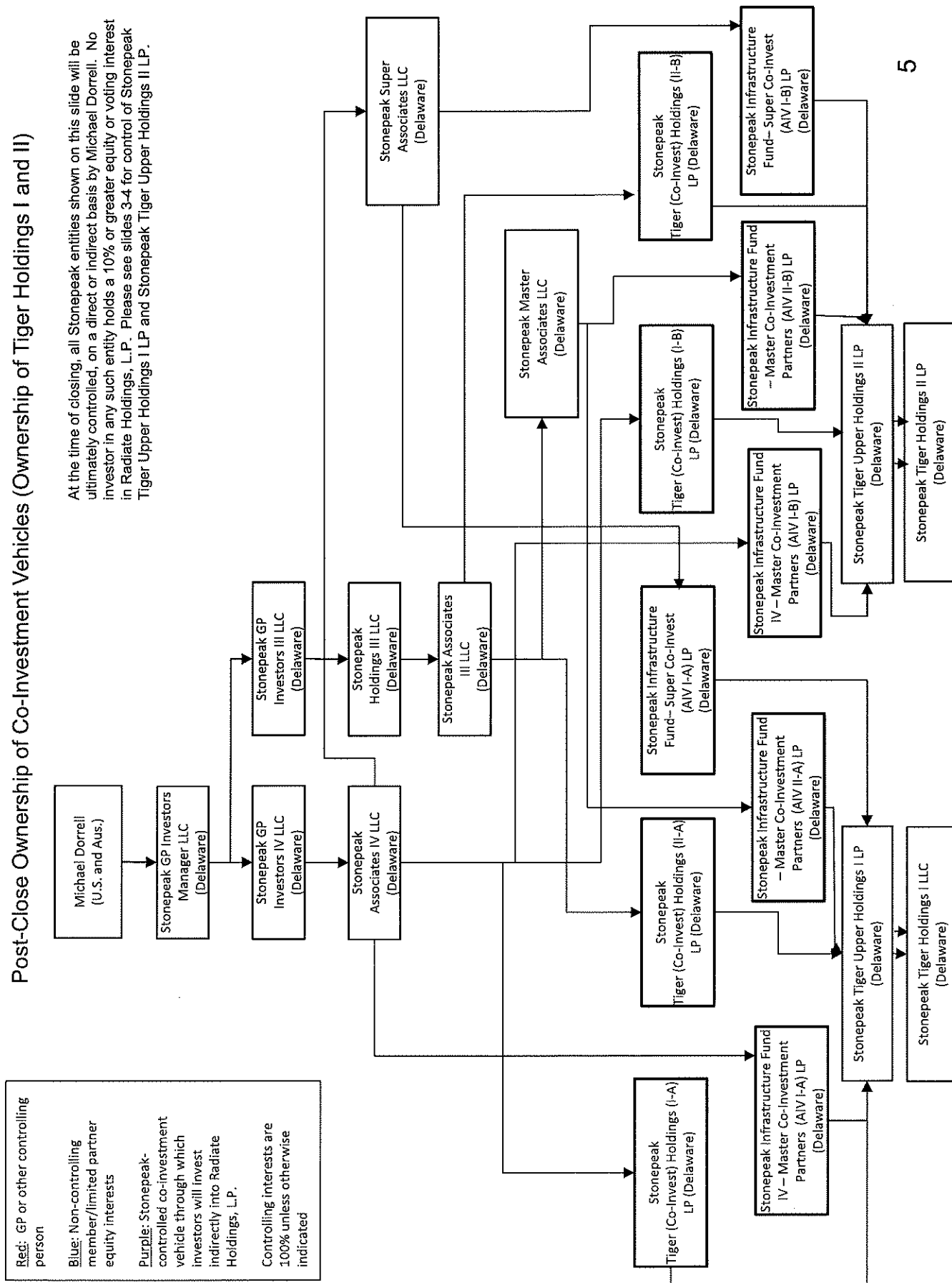
1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings, L.P.

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7.A.

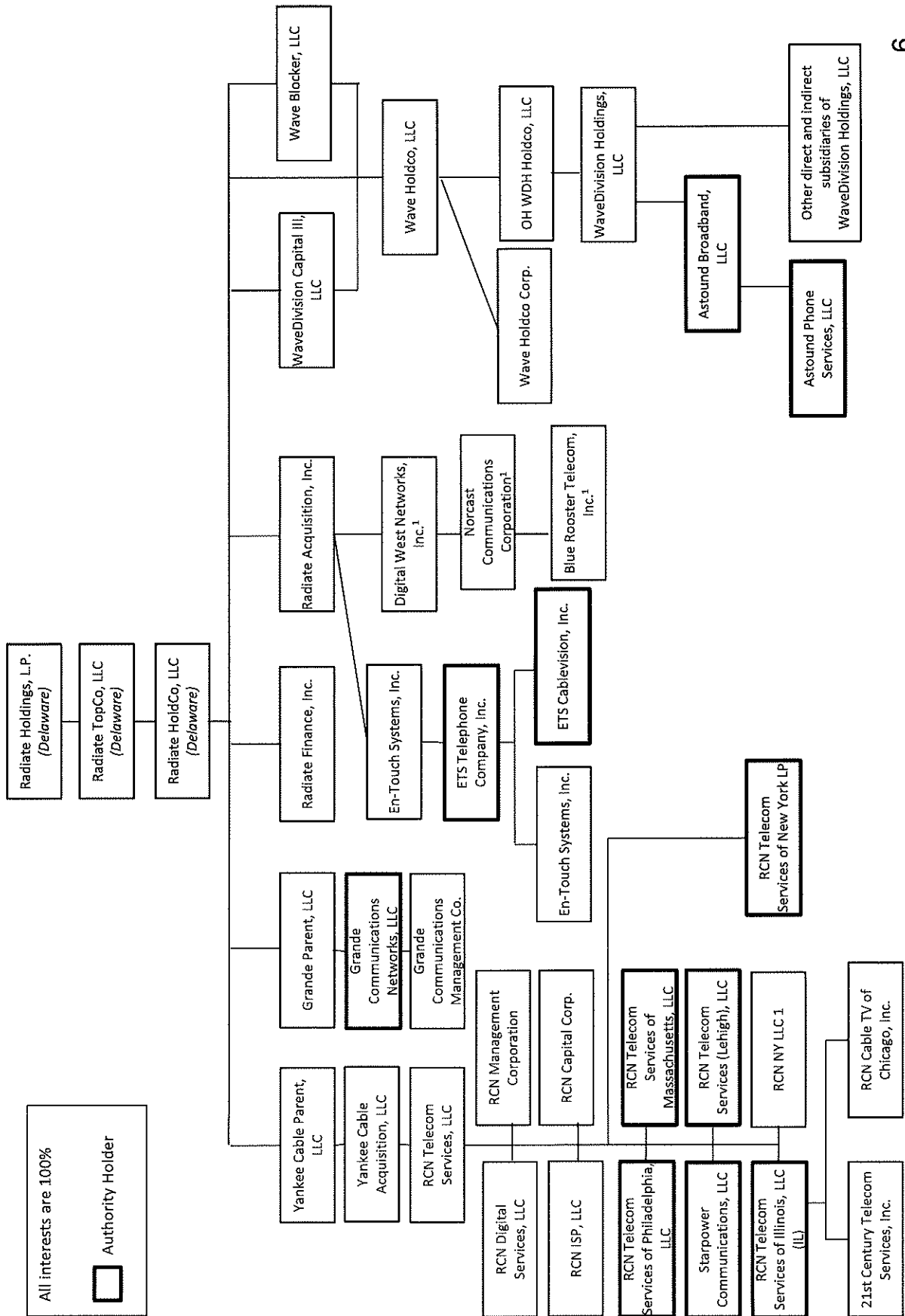
## Post-Close Ownership of Co-Investment Vehicles (Ownership of Tiger Holdings I and II)

At the time of closing, all Stonepeak entities shown on this slide will be ultimately controlled, on a direct or indirect basis by Michael Dorrell. No investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P. Please see slides 3-4 for control of Stonepeak Tiger Upper Holdings I LP and Stonepeak Tiger Upper Holdings II LP.



7.A.

# Authority Holders



<sup>1</sup> Pending close of transaction.

7.A.



January 13, 2021

RCN Manhole Repair/Replacement – Boylston St Brookline, MA

Due to (4) existing RCN Manholes at 49, 65, 81, and 223 Boylston St in Brookline, MA caving in, it is necessary for RCN to repair or replace the Manholes to prevent further damage to the manholes and the roadway. Per MassDOT the work must be completed during the night to not impact traffic during heavy commuter hours. Please see the attached Traffic Management Plans for your review.



8.A.



OFFICE OF SELECT BOARD  
333 WASHINGTON STREET  
BROOKLINE, MA 02445  
(617) 730-2200

NOISE BY-LAW WAIVER

Company Name: RCN TELECOM SERVICES, LLC.

Contact Information: ALEX ORTIZ 617-316-8878

Location: 49, 65, 81, AND 223 BOYLSTON ST (ROUTE 9)

Date(s): 2/8/21 - 2/19/21

Time: 7:00PM - 5:00 AM

Requesting extension of time? ☐ Yes ☐ No

If yes, until what time?: \_\_\_\_\_

Will you be working overnight?: ☒ Yes ☐ No

If yes why?: PER MASS DOT PERMIT, WORK MUST BE COMPLETED DURING THE NIGHT  
TO NOT IMPACT HEAVY TRAFFIC HOURS.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Attach detailed description of work being done.

Alex Ortiz  
Signature

1/13/21  
Date

## 8.A.

### PERMITS FOR EXEMPTIONS FROM THIS BY-LAW SECTION 8.15.7

- (a) The Select Board, or designee, may give a special permit
- (i) for any activity otherwise forbidden by the provisions of this By-law,
  - (ii) for an extension of time to comply with the provisions of this By-law and any abatement orders issued pursuant to it, and
  - (iii) when it can be demonstrated that bringing a source of Noise into compliance with the provisions of this By-law would create an undue hardship on a person or the community. A person seeking such a permit should make a written application to the Select Board, or designee. The Town will make all reasonable efforts to notify all direct abutters prior to the date of the Select Board meeting at which the issuance of a permit will be heard.
- (b) The applications required by (a) shall be on appropriate forms available at the office of the Select Board. The Select Board, or designee, may issue guidelines defining the procedures to be followed in applying for a special permit. The following criteria and conditions shall be considered:
- (1) the cost of compliance will not cause the applicant excessive financial hardship;
  - (2) additional Noise will not have an excessive impact on neighboring citizens.
  - (3) the permit may require portable acoustic barriers during Night.
  - (4) the guidelines shall include reasonable deadlines for compliance or extension of non-compliance.
  - (5) the number of days a person seeking a special permit shall have to make written application after receiving notification from the Town that (s)he is in violation of the provisions of this By-law.
- (c) If the Select Board, or designee, finds that sufficient controversy exists regarding the application, a public hearing may be held. A person who claims that any special permit granted under (a) would have adverse effects may file a statement with the Select Board, or designee, to support this claim.

### SECTION 8.15.8 HEARINGS ON APPLICATION FOR PERMITS FOR EXEMPTIONS

Resolution of controversy shall be based upon the information supplied by both sides in support of their individual claims and shall be in accordance with the procedures defined in the appropriate guidelines issued by the Select Board.

8.A.

**TOWN of BROOKLINE**  
*Massachusetts*



SELECT BOARD  
Melvin A. Kleckner  
Town Administrator

January 13, 2021

TO TOWN MEETING MEMBERS IN PRECINCTS  
5, & 6 AND ABUTTERS

RE: 49 Boylston Street

The Board of Select Board will hold a Public Hearing at their meeting on Tuesday, February 2 at approximately 8:00 p.m. on the request of RCN for a Noise Bylaw Waiver in connection with work to Repair and or Replace 4 existing RCN Manholes on Boylston St.

Dates: 2/8 – 2/19 Work needs to be performed at night time per MassDOT

Meeting will be held via Zoom virtual meeting platform.  
All are encouraged to attend.

Sincerely,

Melvin A. Kleckner  
Town Administrator



**TRAFFIC CONTROL PLAN  
AT  
223 BOYLSTON ST  
BROOKLINE, MA**



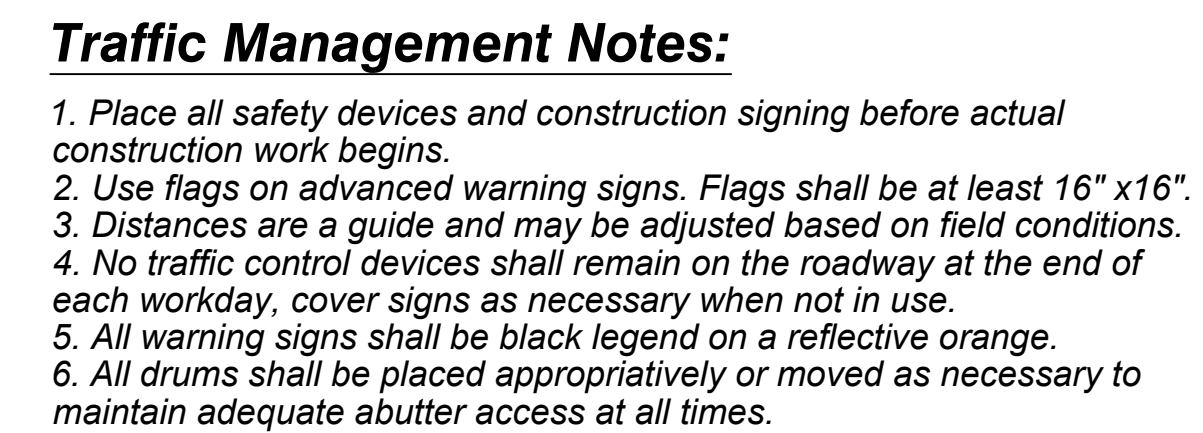
**LOCUS**  
N.T.S

**INDEX OF DRAWING**

SHEET NO.	DESCRIPTION
--	COVER SHEET
01	TRAFFIC CONTROL

**AXIS**  
ENGINEERING GROUP  
201 Boston Post Rd Suite 100  
Marlborough, MA 01752  
(774) 556-2924 www.axisgroup.com

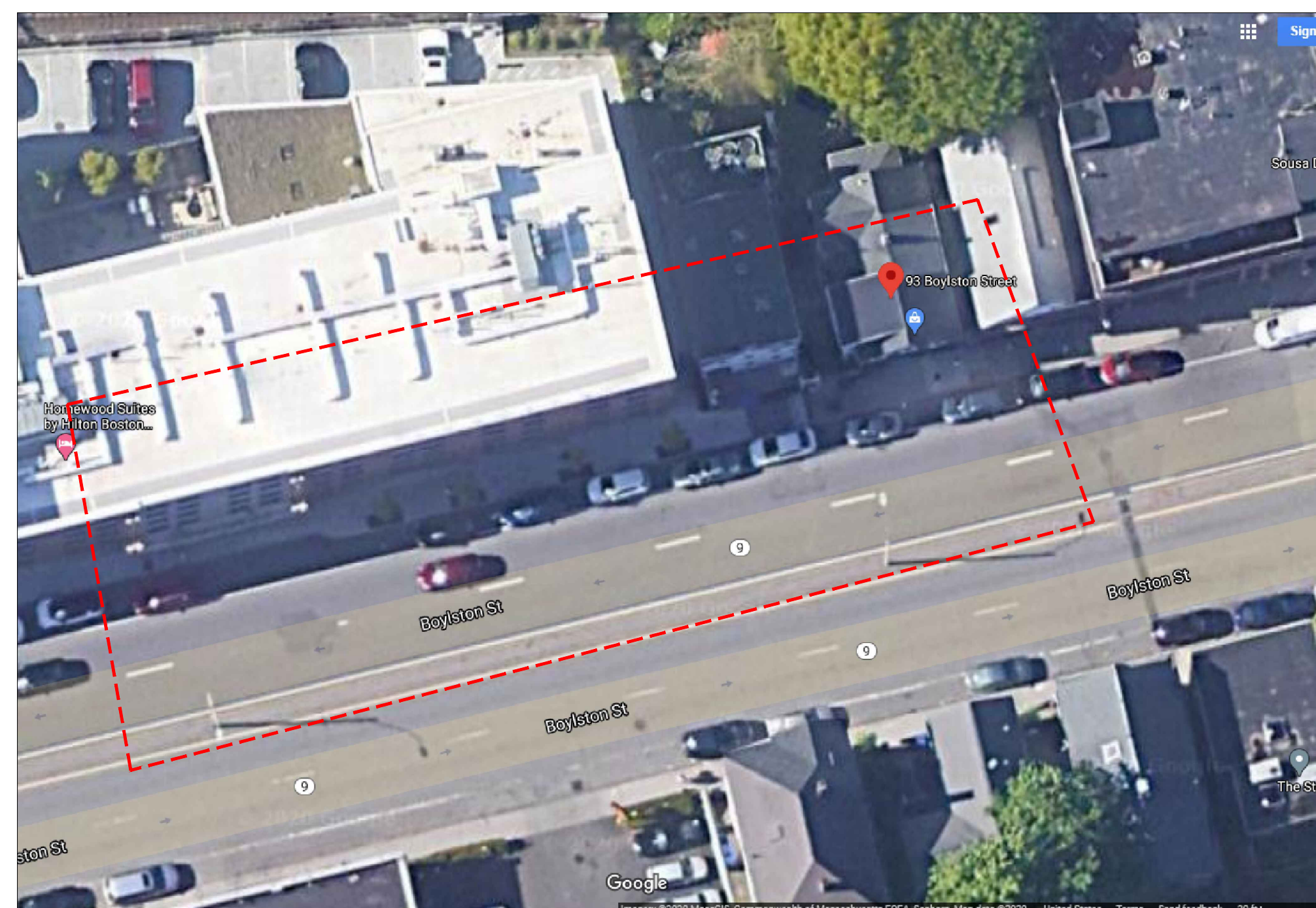


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**TRAFFIC MANAGEMENT PLAN  
AT  
81 BOYLSTON ST  
BROOKLINE , MA**



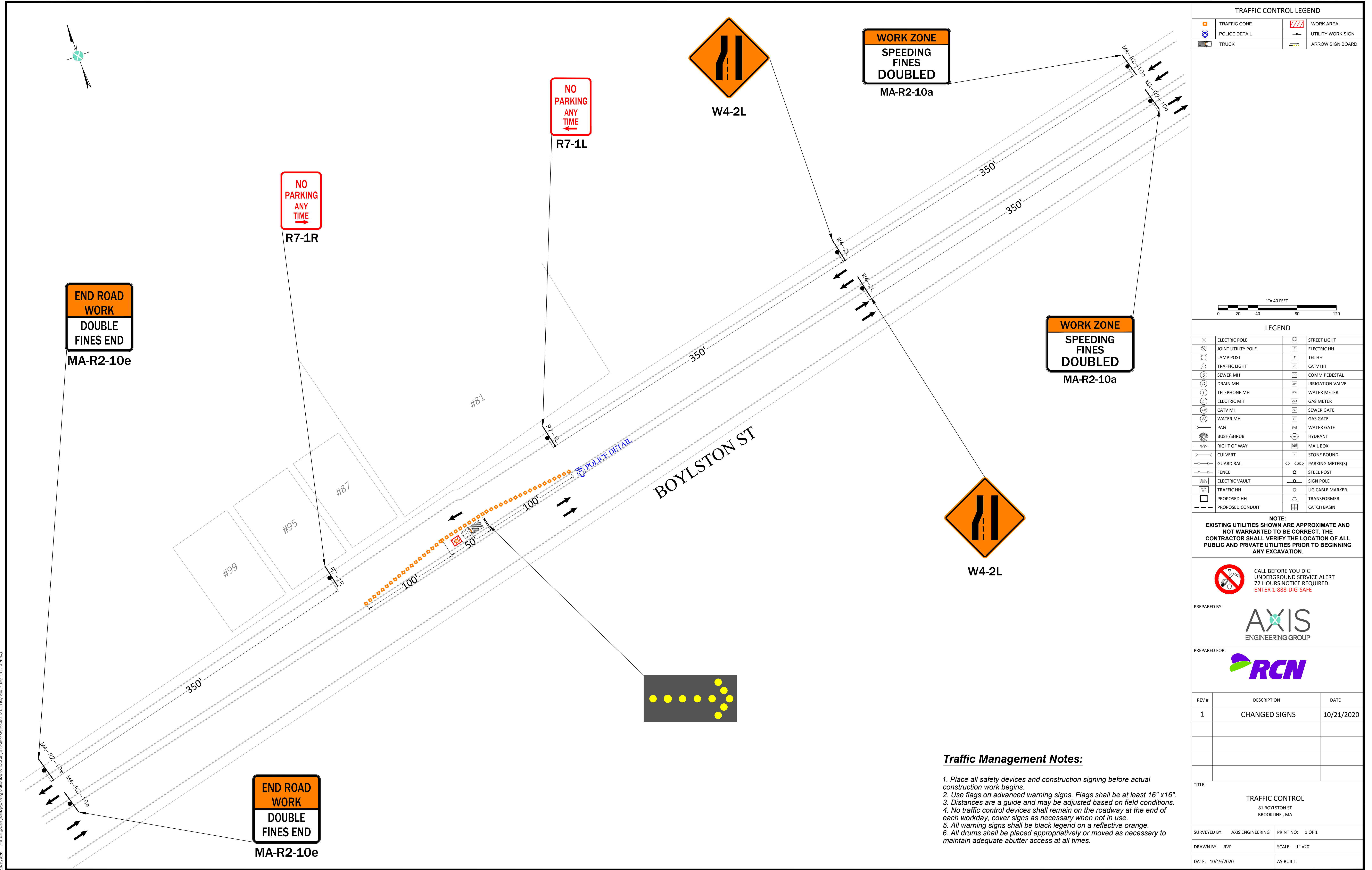
**LOCUS**  
N.T.S

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**TRAFFIC MANAGEMENT PLAN  
AT  
65 BOYLSTON ST  
BROOKLINE , MA**



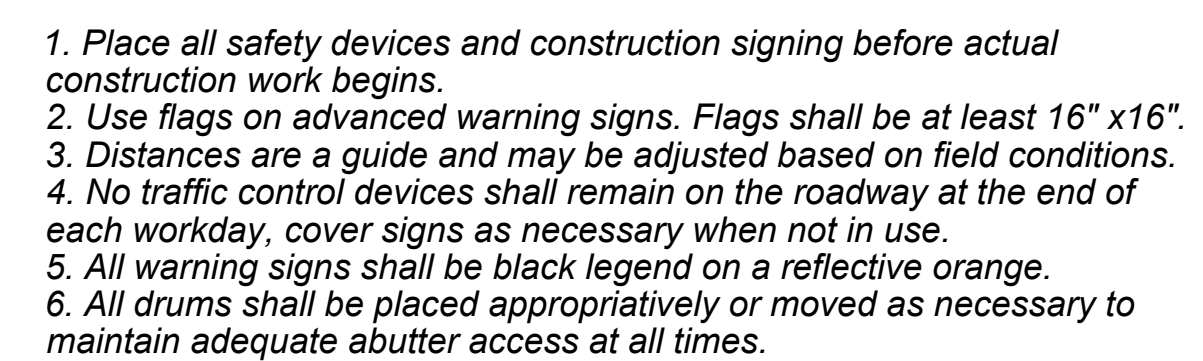
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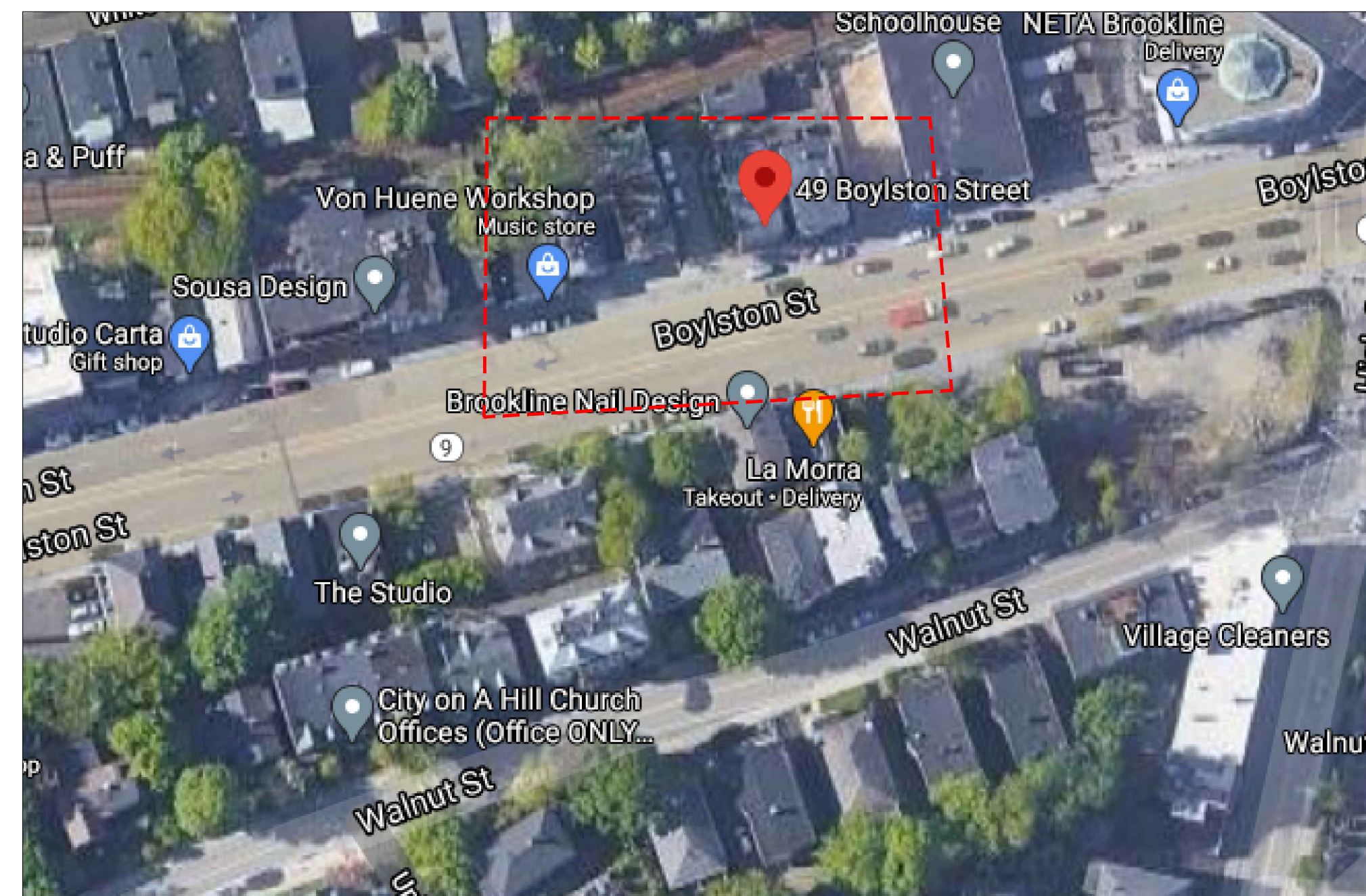


Page: 155





**TRAFFIC MANAGEMENT PLAN  
AT  
49 BOYLSTON ST  
BROOKLINE, MA**



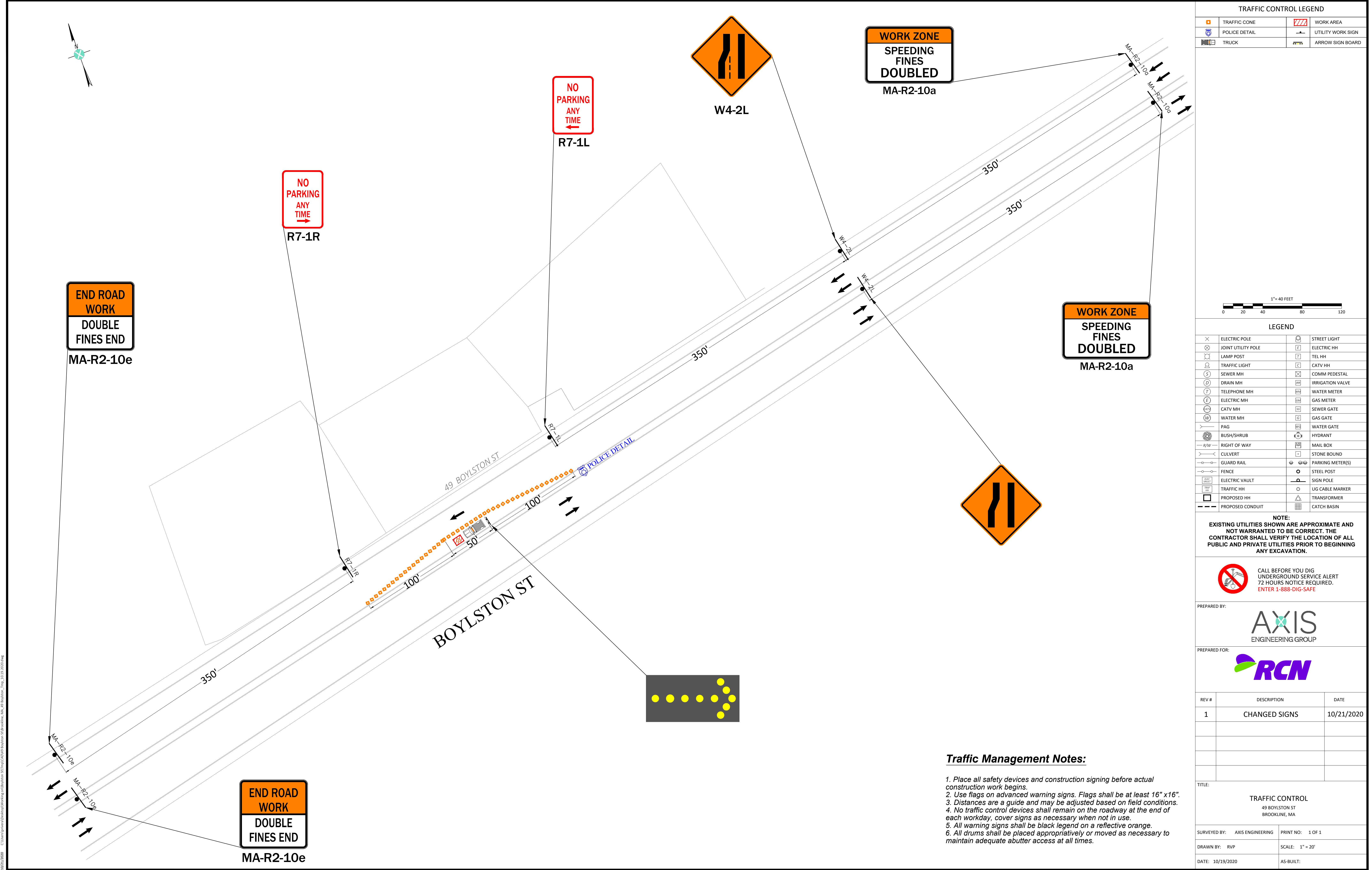
**LOCUS**  
N.T.S

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(774) 556-2924 www.axisengr.com







# *Town of Brookline*

## *Massachusetts*

**Department of Planning and  
Community Development**

Town Hall, 3<sup>rd</sup> Floor  
333 Washington Street  
Brookline, MA 02445-6899  
(617) 730-2130 Fax (617) 730-2442  
ASteinfeld@brooklinema.gov

**Alison C. Steinfeld**  
**Director**

TO: Department Heads  
Division Heads  
Planning Board  
Housing Advisory Board  
Economic Development Advisory Board  
Transportation Board  
Preservation Commission  
Park and Recreation Commission

FROM: Alison Steinfeld, Planning Director

SUBJ: 32 Marion Street--Application for Project Eligibility (40B)

DATE: January 20, 2021

---

The Brookline Housing Authority has applied to the Massachusetts Department of Housing and Community Development for a Project Eligibility Letter (PEL) to submit a Comprehensive Permit application to our ZBA under Chapter 40B. The applicant is proposing to replace and expand via new construction the Col. Floyd Housing Development located at 32 Market Street. The new project will consist of a total of 139 rental units, of which all will be for low-income residents.

Consistent with State regulations, the Select Board has been invited to submit comments on behalf of the Town. The Select Board is conducting a public hearing on the matter on February 2<sup>nd</sup> and will submit its formal response by February 13<sup>th</sup>.

If you have any comments for consideration by the Select Board, please forward them to me for submission to the Select Board by January 21<sup>st</sup>. You will be able to find details about the proposed project including site, engineering, design and financial information at <https://brooklinehousing-my.sharepoint.com/:b:/g/personal/mmaffeibrooklinehousing.org/EWagIUWdd2JluMbpuBv2cQBfJfuyU0a2I9tfE0R1OILDg?e=dZ13xB>.

Thank you.

# **Application for Chapter 40B Project Eligibility/Site Approval**

**32 Marion Street, Brookline, MA**

**December 24, 2020**

**Applicant:**

Brookline Housing Authority, on behalf of a single purpose entity to be formed  
90 Longwood Avenue  
Brookline, MA 02446

**Address of the site:** 32 Marion Street, Brookline, MA 02446

## **Application for Chapter 40B Project Eligibility/Site Approval**

**32 Marion Street, Brookline, MA**

### **GENERAL INFORMATION**

**Name of the Applicant:** Brookline Housing Authority, on behalf of a single purpose entity to be formed.

**Address of the Applicant:** 90 Longwood Avenue, Brookline, MA 02446

**Address of the site:** 32 Marion Street, Brookline, MA 02446

**Type of Housing:** Rental

**Name of the housing program under which Project Eligibility is sought:** Federal Low Income Housing Tax Credits and/or HOME Investment Partnerships Program (HOME) and/or Housing Stabilization and Investment Trust Fund (HSF).

**Site control:** The property is owned by the Brookline Housing Authority. Evidence of site control is available at: [https://brooklinehousing-my.sharepoint.com/:f:/g/personal/mmaffei\\_brooklinehousing\\_org/EuB-S9eYablGrn5Lg-0gloYBWauyVS6PlcwnZMDhzIXT9A?e=hfbhO1](https://brooklinehousing-my.sharepoint.com/:f:/g/personal/mmaffei_brooklinehousing_org/EuB-S9eYablGrn5Lg-0gloYBWauyVS6PlcwnZMDhzIXT9A?e=hfbhO1).

### **Site description:**

The site is currently occupied by an affordable senior/disabled rental development known as Col. Floyd Apartments. Constructed in the early 1960s, it is comprised of 60 obsolete one-bedroom apartments in six 2-story walk-up buildings. The site is comprised of 1.2 acres. It is conveniently located in the Coolidge Corner neighborhood of Brookline where amenities include public transit, public library, groceries stores, restaurants, theatre and retail shops. It is also convenient to the Longwood Medical area.

The plan is to demolish the existing structures and develop new affordable elderly/elderly rental housing in two phases in a condominium structure. The phases will be separately financed. Phase I is comprised of a 6-story mid-rise elevated building with 115 one-bedroom units, administrative offices and common rooms on the ground and first level, courtyard and gardens, and 23 parking units. Phase II is comprised of a 5-story mid-rise building with 24 one-bedroom apartments that will have shared use of administrative offices, common rooms, courtyard, gardens located at Phase I.

**Locus map** identifying the site within a plan of the neighborhood, along with photographs of the surrounding buildings and features that provide an understanding of the physical context of the site is available at: <https://brooklinehousing->

## 9.A.

[my.sharepoint.com/:b:/g/personal/mmaffei\\_brooklinehousing\\_org/EejzP7wKtF9Kv1NgWN4sq0UBKu1KkKSmnX8pnZDiav9guQ?e=2NhrBq](https://my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EejzP7wKtF9Kv1NgWN4sq0UBKu1KkKSmnX8pnZDiav9guQ?e=2NhrBq).

**Tabulation of proposed buildings** with the number of bedrooms and floor area of housing units proposed is available at: [https://my.sharepoint.com/:b:/g/personal/mmaffei\\_brooklinehousing\\_org/EbDNA6-JLc9DsX3F1HwF74QBwYnYNgm7HvoV7qkDoLRfOQ?e=JTAOia](https://my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EbDNA6-JLc9DsX3F1HwF74QBwYnYNgm7HvoV7qkDoLRfOQ?e=JTAOia).

### PROJECT DETAILS

**Percentage of units for low or moderate income households:** 100% at 60% AMI with additional set-aside at 30% of AMI as required by funders.

**Duration of restrictions requiring Low or Moderate Income Housing:** 30 years

**Limited dividend status of the Applicant:** Applicant is a public agency; property owner will be a limited dividend organization.

Sections 1-5 of the OneStop for Phase I is available at: [https://my.sharepoint.com/:x:/g/personal/mmaffei\\_brooklinehousing\\_org/EZnLGGdmedNKi9p4c0BkcYcBpGpmTTxf-C4azWr6n8Cj0w?e=lboUaZ](https://my.sharepoint.com/:x:/g/personal/mmaffei_brooklinehousing_org/EZnLGGdmedNKi9p4c0BkcYcBpGpmTTxf-C4azWr6n8Cj0w?e=lboUaZ).

### DESIGN

Conceptual design drawings of the site plan and exterior elevations of the proposed buildings are available at: [https://my.sharepoint.com/:b:/g/personal/mmaffei\\_brooklinehousing\\_org/EepuBou2yfhOtR7w108ShncBnaYYBC591jNymKilocGOWg?e=koV2Ov](https://my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EepuBou2yfhOtR7w108ShncBnaYYBC591jNymKilocGOWg?e=koV2Ov).

Approximate percentage of the tract to be occupied by buildings: 33% By parking: 17%  
By parking and other paved vehicular areas: 37% By open areas: 30%

Approximate number of parking spaces: 23

Ratio of parking spaces to housing units: 20% (Phase I)

Narrative description of the approach to building massing, the relationships to adjacent properties, and the proposed exterior building materials is available at: [https://my.sharepoint.com/:b:/g/personal/mmaffei\\_brooklinehousing\\_org/EbjidF-1lyVFt7lQgb2neSgBethIHF6Fwj0K7HRgUJKM2A?e=gNDOo4](https://my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EbjidF-1lyVFt7lQgb2neSgBethIHF6Fwj0K7HRgUJKM2A?e=gNDOo4).

### ZONING

The zoning district map with dimensional requirements is available at: [https://my.sharepoint.com/:b:/g/personal/mmaffei\\_brooklinehousing\\_org/EWk1sjds5SRGk4G6](https://my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EWk1sjds5SRGk4G6)



## 9.A.

[\\_Txgl74B7rtc4Zdz0TNyk-gjznnWFA?e=mMsi78](https://brooklinehousing-my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EayWa5unMEVKm_vyjoHHoOoBIfW0TuWZE4xIBLpl_veqBg?e=v6xqgM). A waiver list is available at:  
[https://brooklinehousing-my.sharepoint.com/:b:/g/personal/mmaffei\\_brooklinehousing\\_org/EayWa5unMEVKm\\_vyjoHHoOoBIfW0TuWZE4xIBLpl\\_veqBg?e=v6xqgM](https://brooklinehousing-my.sharepoint.com/:b:/g/personal/mmaffei_brooklinehousing_org/EayWa5unMEVKm_vyjoHHoOoBIfW0TuWZE4xIBLpl_veqBg?e=v6xqgM).



**Exhibit 1**

**Site Control**

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BROOKLINE HOUSING AUTHORITY  
226 HIGH STREET  
BROOKLINE 46, MASSACHUSETTS

Minutes of Special Meeting  
June 18, 1958

Pursuant to the foregoing call and waiver of notice, a special meeting of the Brookline Housing Authority was held in the office of the Authority, 226 High Street, Brookline 46, Massachusetts, on Wednesday, June 18, 1958 at 8:00 o'clock p.m. Present were Frank D. Harrington, Chairman; Theresa J. Morse, Peter M. McCormack and Robert S. Weeks, Jr., being a majority of the members of the Board, Also in attendance were Eugene B. Floyd, Executive Director and Secretary and Gordon C. Macdonald, Accountant-Clerk. The Chairman presided and the Secretary kept the records of the meeting.

.....

The meeting then considered the matter of confirming the Authority's title to the Project area for Project Brookline #667-1, by a taking by eminent domain, as requested by the State Housing Board.

Upon motions duly made and seconded, it was unanimously

VOTED: That this Authority convey to Louis J. Binda all its right, title and interest in and to the land, with the buildings thereon, situated on the southerly side of Marion Street, Brookline, being the site of Project #667-1 and the same premises conveyed to this Authority by two deeds, one from the Town of Brookline dated May 27, 1957, and one from Max Savage dated April 3, 1958; and that the chairman of this Authority be and hereby is authorized to execute and deliver a quitclaim deed to effectuate such a conveyance.

VOTED: That, effective upon the recording thereof in the Norfolk Registry of Deeds and for the purposes of a state-aided housing project for elderly persons of low income, this Authority hereby take by eminent domain, pursuant to the provisions of chapter 79 of the Massachusetts General Laws and of any and every other power and authority to it, granted or implied, the area on the southerly side of Marion Street, Brookline, being the site of Project #667-1 and more fully described in the Order of Taking hereinafter mentioned; and that this Authority hereby adopt the Order of Taking presented to this meeting and hereby ordered made a part of the records of this meeting.

.....

ATTEST

*Eugene B. Floyd*  
Eugene B. Floyd  
Executive Director & Secretary

A TRUE COPY

Recorded July 16, 1958 at 9h.23m.A.M.

QUITCLAIM DEED AND RELEASE OF CLAIMS

I, LOUIS J. BINDA, of Cambridge, Middlesex County, Commonwealth of Massachusetts, being unmarried, for consideration paid by Brookline Housing Authority, a public body, politic and corporate, organized and existing under the Housing Authority Law of said Commonwealth, the receipt whereof is hereby acknowledged, hereby grant to said Brookline Housing Authority, its successors and assigns, with quitclaim covenants the land and buildings and structures thereon located in the town of Brookline in said Commonwealth, and the fee to the center of any and all streets, highways and public ways, contiguous and adjacent thereto, but excluding any and all easements of public highways and easements of travel in and to any and all of said streets, highways and public ways, bounded and described as follows:



Beginning at a point in the southerly side line of Marion Street in said Brookline, Mass. at land of A. G. Liwendahl and running by said land of Liwendahl S 15-24-45 W a distance of 118.83 feet to an angle; thence turning and running by said land of A. G. Liwendahl and by land of L. F. and H. F. Rice S 74-22-34 E a distance of 89.89 feet to an angle; thence turning and running by other land of M. Savage and by the end of Foster Street, a private way, S 15-27-49 W a distance of 120.27 feet to an angle; thence turning and running by land of M. Clark and land of E. M. Foster N 74-28-00 W a distance of 189.74 feet to an angle; thence turning and running by land of M. F. Coutts N 15-25-07 E a distance of 60.00 feet to an angle; thence turning and running by said land of M. F. Coutts N 74-20-54 W a distance of 100.00 feet to an angle; thence turning and running by land of T. Titman, land of J. M. & E. Gilbert and land of A. W. Davidson N 15-24-58 E a distance of 173.46 feet to said Marion Street; thence turning and running by said Marion Street by a curve to the right with a radius of 1503.00 feet a distance of 12.85 feet to a point of tangency; then continuing by said Marion Street S 76-02-34 E a distance of 187.15 feet to the point of beginning. Or however otherwise said premises may be bounded or described and be all or any of said measurements and contents more or less. Said premises are hereby conveyed together with the right to use Foster Street shown on said plan as set forth in deed of Max Savage to said Authority dated April 3, 1958.

The above described premises were taken in fee by eminent domain by said Brookline Housing Authority as described in an Order of Taking dated June 18, 1958 and filed and recorded with the Norfolk Registry of Deeds in 1958 and are shown as Lots 1 and 2 on a plan entitled "Property Line Map, Brookline Housing Authority", deposited in and on file at the office of Brookline Housing Authority, a copy whereof was recorded in said Registry of Deeds in Plan Book 205, Page 309.

For said consideration paid, the undersigned do hereby remise, release and forever discharge said Brookline Housing Authority, and its successors and assigns, and its officers, agents, servants and employees, of and from any and all claims, demands, awards, liabilities, contracts, agreements, actions and causes of action for damages, costs, expenses,

compensation and satisfaction, past, present and future of every manner and description, both in law and in equity, had or suffered by the undersigned and by all other person or persons having any and all interest in said premises or entitled to any damages, costs, expenses, compensation and awards by reason, or arising out, of said taking by eminent domain.

WITNESS my hand and seal this 15<sup>th</sup> day of July, 1958.

*Louis J. Binda*  
Louis J. Binda

Signed, sealed and delivered  
in the presence of:

*William B. Tyler*

THE COMMONWEALTH OF MASSACHUSETTS

*Mudding*, ss.

*July 15*, 1958.

Then personally appeared the above named Louis J. Binda and

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acknowledged the foregoing instrument to be his free act and deed,  
before me

*William B. Tyler*  
Notary Public

My commission expires: *July 9, 1959*

WILLIAM B. TYLER  
NOTARY PUBLIC  
My commission expires  
July 9, 1959

Recorded July 16, 1958 at 9a.23a.A.M.

The Provident Institution for Savings in the Town of Boston, the holder of a mortgage by  
Westwood Estates, Inc.  
to it  
dated March 21, 1958  
recorded with Norfolk County Registry of Deeds, Book 3626 Page 55  
for consideration paid, release to Westwood Estates, Inc. and all persons claiming title  
by, through or under it by instruments of record,  
all interest acquired under said mortgage in the following described portions of the mortgaged premises  
to wit:

A certain parcel of land with the buildings thereon situated in Westwood,  
Norfolk County, Massachusetts, and being shown as Lot Seventy (70) on a plan  
entitled "Subdivision of Land, Oak St., Westwood, Mass." dated August, 1956,  
by Oiva E. Hintsa Associates, Consulting Engineers, recorded with Norfolk  
County Registry of Deeds in Plan Book 203 as Plan No. 217 of 1957.

In witness whereof, the said The Provident Institution for Savings in the  
Town of Boston  
has caused it corporate seal to be hereto affixed and these presents to be signed in its name and behalf by  
D. Clinton Cave, its Assistant Treasurer this eleventh day of  
July A.D. 19 58

THE PROVIDENT INSTITUTION FOR  
SAVINGS IN THE TOWN OF BOSTON  
by

*D. Clinton Cave*  
Assistant Treasurer

The Commonwealth of Massachusetts

Suffolk,

ss.

July 11, 1958

Then personally appeared the above named D. Clinton Cave, Assistant Treasurer  
as aforesaid,  
and acknowledged the foregoing instrument to be the free act and deed of The Provident Institution  
for Savings in the Town of Boston,

before me

Bernice D. Parks

*Bernice D. Parks*  
Notary Public — Justice of the Peace

My commission expires My commission expires Oct. 18, 1963

Recorded July 16, 1958 at 9a.26a.A.M.



from Max Savage dated April 3 1958, recorded with said  
 Deeds Book 3628 Page 467. Said premises are hereby conveyed  
 together with the right to use Foster Street shown on said plan  
 as set forth in said Deed from Max Savage.

WITNESS the execution hereof under seal this  
 19th day of June 1958.

No United States or Massachusetts documentary stamps  
 being hereto affixed as none are required by law.

BROOKLINE HOUSING AUTHORITY

By Frank D. Harrington  
 CHAIRMAN

Norfolk, ss.

June 19, 1958

COMMONWEALTH OF MASSACHUSETTS

Then personally appeared the above named Frank D. Harrington  
 and acknowledged the foregoing to be the free act and deed of  
 Brookline Housing Authority, before me

James Targum  
 Notary Public  
 My Commission Expires

My Commission Expires August 30, 1958

Recorded July 16, 1958 at 9h.23m.A.M.

THE COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss.

JUNE 18, 1958

# ORDER OF TAKING

WHEREAS, Brookline Housing Authority, a public body, politic  
 and corporate, duly organized and existing pursuant to the provisions of  
 the Housing Authority Law of The Commonwealth of Massachusetts and  
 having its principal place of business in Brookline in said Commonwealth  
 (hereinafter referred to as the Authority); and

WHEREAS, the Authority, in pursuance of its powers as set out in  
 said Law, and every other power thereunto enabling, has determined that  
 the area or areas hereinafter described within its jurisdiction constitute  
 an area to be used to provide a housing project for elderly persons of  
 low income (Project Brookline #667-1) as defined in Part VII of said Law;  
 and

WHEREAS, the Authority, in accordance with Section 26AA of said  
 Law has submitted the plans and layout of the said project, the estimated  
 costs thereof, the proposed method of financing it, and a detailed estimate  
 of the expenses and revenue thereof to the Chairman of the State Housing  
 Board; and

WHEREAS, the Chairman of the State Housing Board has approved the  
 said project by giving written notice of his approval to the Authority in  
 accordance with the provisions of Sections 26AA and 26AB of said Law, and

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3652/11

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WHEREAS, the Authority has determined that the taking in fee simple by eminent domain of the hereinafter described area or areas is necessary and reasonably required to carry out the purposes of said Law, or any of its sections, and

WHEREAS, the Authority in accordance with the provisions of Section 26B, subsection (b), of said Law, has deposited with the selectmen of the town of Brookline security to their satisfaction for the payment of such damages as may be awarded in accordance with law to the supposed owner/owners of the hereinafter described areas as required by G. L. (Ter. Ed.) Chapter 79, Section 40; and

NOW, THEREFORE, ORDERED, That the Brookline Housing Authority, acting under the provisions of Section 26B of said Law, and all other authority thereunto enabling, and pursuant to the applicable provisions of G. L. (Ter. Ed.) Chapter 79, and of any and every other power and authority to it, granted or implied, hereby takes for itself in fee simple by eminent domain for the purposes hereinbefore set forth, the area or areas hereinafter described, including all parcels of land therein, the trees, buildings, and other structures standing upon or affixed thereto and including the fee to the center of any and all streets, highways, and public ways, contiguous and adjacent to the said area or areas but excluding any and all easements of public highways and public easements of travel in and to any and all streets, highways and public ways, contiguous and adjacent to the said area or areas, which said area or areas are situated in the town of Brookline as bounded and described in the attached Annex "A",

AND, that the Authority hereby makes the following awards, for damages sustained by the owner/owners and all other persons including all mortgagees of record having any and all interest in the area or areas

hereinbefore described in the taking of or injury to his/their property or entitled to any damages by reason of the taking:

Parcel Number	Supposed Owner	Area	Award
1 and 2	Louis J. Binda	52,168 sq. ft.	\$1.00

The property and property rights taken as aforesaid are shown on a plan (on one sheet) drawn by Henry F. Bryant & Son, Inc., C.E. signed by Brookline Housing Authority, Project Brookline #667-1, dated September 3, 1957, deposited in and on file at the office of the Authority, entitled "Property Line Map, Brookline Housing Authority" a copy of which was recorded in the Registry of Deeds for Norfolk County, in Plan Book 205, Page 309.

All names of owners herein given, although supposed to be correct, are such only as matters of opinion and belief.

And it is hereby further ordered, that the Secretary of the Authority cause to be recorded this instrument of taking in the office of said Registry of Deeds in Norfolk County.

IN WITNESS WHEREOF, we, the following members of the Brookline Housing Authority hereby have caused the corporate seal of the Authority to be hereto affixed and these presents to be signed in the name and behalf of the Authority this 18th day of June, 1958.

BROOKLINE HOUSING AUTHORITY

By

*Robert S. Murphy*  
*Guineen J. Morse*  
*Julius Hill*  
*Robert M. Morse Formack*



BROOKLINE HOUSING AUTHORITYORDER OF TAKING - PROJECT #667-1Annex "A"

A certain parcel of land with the buildings thereon situated on the southerly side of Marion Street in Brookline, Norfolk County, Massachusetts, bounded and described as follows:

Beginning at a point in the southerly side line of Marion Street in said Brookline, Mass. at land of A. G. Livendahl and running by said land of Livendahl S 15-24-43 W a distance of 118.83 feet to an angle; thence turning and running by said land of A. G. Livendahl and by land of L. F. and H. F. Rice S 74-22-34 E a distance of 89.89 feet to an angle; thence turning and running by other land of M. Savage and by the end of Foster Street, a private way, S 15-27-49 W a distance of 120.27 feet to an angle; thence turning and running by land of N. Clarke and land of E. M. Foster N 74-28-00 W a distance of 189.74 feet to an angle; thence turning and running by land of M. F. Coutts N 15-25-07 E a distance of 60.00 feet to an angle; thence turning and running by said land of M. F. Coutts N 74-20-54 W a distance of 100.00 feet to an angle; thence turning and running by land of T. Litman, land of J. M. & E. Gilbert and land of A. W. Davidson N 15-24-38 E a distance of 173.46 feet to said Marion Street; thence turning and running by said Marion Street by a curve to the right with a radius of 1503.00 feet a distance of 12.65 feet to a point of tangency; thence continuing by said Marion Street S 76-02-34 E a distance of 187.15 feet to the point of beginning.

Said parcel is comprised of Lot 1 and Lot 2 on a plan by Henry F. Bryant & Son, Incorporated, dated September 3, 1957 recorded with Norfolk Deeds Plan Book 205 Page 309 and contains according to said plan 52,168 square feet of land more or less.

Or however otherwise said premises may be bounded or described and be all or any of said measurements and contents more or less.

Being the same premises conveyed to the Brookline Housing Authority by two deeds, one from Town of Brookline dated May 27, 1957 and recorded with said Deeds Book 3604, Page 439, and the other from Max Savage dated April 3, 1958, recorded with said Deeds Book 3628 Page 467.

Recorded July 16, 1958 at 9:23 A.M.

**Exhibit 2**

**Locus Map**



9.A.





9.A.



VIEW FROM MARION STREET 2



VIEW FROM MARION STREET 1





**Exhibit 3**

**Tabulation of Proposed Buildings**



PHASE I UNIT SCHEDULE		
Name	Unit Type	Area

## Garden Level

UNIT 002	1BR	602 SF
UNIT 003	1BR	602 SF
UNIT 004	1BR	602 SF
UNIT 005	1BR	602 SF
UNIT 006	1BR	607 SF
UNIT 001	1BR	592 SF

## Garden Level: 6

## Level 1

UNIT 105	1BR	604 SF
UNIT 106	1BR	604 SF
UNIT 110	1BR	605 SF
UNIT 111	1BR	605 SF
UNIT 112	1BR	605 SF
UNIT 108	1BR	607 SF
UNIT 109	1BR	605 SF
UNIT 101	1BR HC	661 SF
UNIT 103	1BR	607 SF
UNIT 102	1BR	606 SF
UNIT 104	1BR	604 SF
UNIT 107	1BR	604 SF

## Level 1: 12

## Level 2

UNIT 201	1BR HC	669 SF
UNIT 217	1BR	607 SF
UNIT 218	1BR	621 SF
UNIT 215	1BR	621 SF
UNIT 216	1BR	642 SF
UNIT 202	1BR	604 SF
UNIT 203	1BR	623 SF
UNIT 212	1BR	621 SF
UNIT 205	1BR	621 SF
UNIT 207	1BR	621 SF
UNIT 211	1BR	621 SF
UNIT 210	1BR	621 SF
UNIT 209	1BR	607 SF
UNIT 208	1BR	641 SF
UNIT 204	1BR	621 SF
UNIT 220	1BR	621 SF
UNIT 206	1BR	621 SF
UNIT 214	1BR	621 SF
UNIT 213	1BR	621 SF
UNIT 219	1BR	621 SF

## Level 2: 20

PHASE I UNIT SCHEDULE		
Name	Unit Type	Area

## Level 3

UNIT 317	1BR	607 SF
UNIT 318	1BR	621 SF
UNIT 316	1BR	642 SF
UNIT 312	1BR	621 SF
UNIT 305	1BR	621 SF
UNIT 311	1BR	621 SF
UNIT 304	1BR	621 SF
UNIT 320	1BR	621 SF
UNIT 307	1BR	621 SF
UNIT 313	1BR	621 SF
UNIT 301	1BR HC	669 SF
UNIT 302	1BR	604 SF
UNIT 303	1BR	623 SF
UNIT 310	1BR	621 SF
UNIT 309	1BR	607 SF
UNIT 308	1BR	641 SF
UNIT 306	1BR	621 SF
UNIT 314	1BR	621 SF
UNIT 319	1BR	621 SF
UNIT 315	1BR	621 SF

## Level 3: 20

## Level 4

UNIT 401	1BR HC	669 SF
UNIT 417	1BR	607 SF
UNIT 418	1BR	621 SF
UNIT 415	1BR	621 SF
UNIT 416	1BR	642 SF
UNIT 402	1BR	604 SF
UNIT 403	1BR	623 SF
UNIT 412	1BR	621 SF
UNIT 405	1BR	621 SF
UNIT 411	1BR	621 SF
UNIT 410	1BR	621 SF
UNIT 409	1BR	607 SF
UNIT 408	1BR	641 SF
UNIT 404	1BR	621 SF
UNIT 420	1BR	621 SF
UNIT 407	1BR	621 SF
UNIT 406	1BR	621 SF
UNIT 414	1BR	621 SF
UNIT 413	1BR	621 SF
UNIT 419	1BR	621 SF

PHASE I UNIT SCHEDULE		
Name	Unit Type	Area

## Level 4: 20

## Level 5

UNIT 501	1BR HC	669 SF
UNIT 518	1BR	605 SF
UNIT 515	1BR	621 SF
UNIT 516	1BR	642 SF
UNIT 502	1BR	604 SF
UNIT 503	1BR	607 SF
UNIT 512	1BR	621 SF
UNIT 505	1BR	605 SF
UNIT 507	1BR	605 SF
UNIT 511	1BR	621 SF
UNIT 510	1BR	621 SF
UNIT 509	1BR	607 SF
UNIT 508	1BR	641 SF
UNIT 504	1BR	605 SF
UNIT 520	1BR	605 SF
UNIT 506	1BR	605 SF
UNIT 514	1BR	621 SF
UNIT 513	1BR	621 SF
UNIT 519	1BR	605 SF
UNIT 517	1BR	607 SF

## Level 5: 20

## Level 6

UNIT 617	1BR	604 SF
UNIT 615	1BR	604 SF
UNIT 613	1BR	605 SF
UNIT 614	1BR	606 SF
UNIT 601	1BR HC	650 SF
UNIT 610	1BR	605 SF
UNIT 605	1BR	605 SF
UNIT 609	1BR	605 SF
UNIT 608	1BR	605 SF
UNIT 607	1BR	607 SF
UNIT 606	1BR	605 SF
UNIT 603	1BR	605 SF
UNIT 604	1BR	605 SF
UNIT 612	1BR	605 SF
UNIT 611	1BR	605 SF
UNIT 616	1BR	604 SF
UNIT 602	1BR	605 SF

## Level 6: 17

## Grand total: 115

Total HC Units: 6 (5%)

Gross Area Schedule (Phase I)	
Name	Area

GARDEN LEVEL	16,847 SF
FIRST FLOOR	17,225 SF
SECOND FLOOR	17,833 SF
THIRD FLOOR	17,833 SF
FOURTH FLOOR	17,833 SF
FIFTH FLOOR	17,674 SF
SIXTH FLOOR	15,302 SF
Grand total	120,546 SF

TOTAL LOT AREA: 52,096 SF  
FAR: 2.31

Net Rentable Area (Phase I)		
Level	Area Type - Res	Area

Garden Level	RESIDENTIAL	3,606 SF
Level 1	RESIDENTIAL	7,314 SF
Level 2	RESIDENTIAL	12,502 SF
Level 3	RESIDENTIAL	12,502 SF
Level 4	RESIDENTIAL	12,502 SF
Level 5	RESIDENTIAL	12,374 SF
Level 6	RESIDENTIAL	10,325 SF
		71,126 SF

**Exhibit 4**

**One Stop for Phase I – Section 1-5**

# Section 1

## PROJECT DESCRIPTION

### Name and Address of Project

1 . Project Name:	32 Marion Street Phase I or name TBD		
1a . Application Completed By:	Nina Schwarzschild		
1b . Original Application Date:	10/7/20	Application Revision Date:	12/21/2020
2 . Project Address:	32-40 Marion Street & 19-36 Foster Street		
3 . Neighborhood	Coolidge Corner		
4 . City/ Town	Brookline	MA	02446
		(state)	(zip code)
5 . County	NORFOLK		
6 . <input type="checkbox"/> Scattered sites			
7 . Is this a qualified census tract?	No	Enter a census tract	<input type="text"/>
8 . Difficult to develop area	Yes	QCT information last updated on:	12/10/2020

### Development Plan

9 . Development Type (Please check all that apply.)			
<input type="checkbox"/> Yes	New construction		
<input type="checkbox"/> No	Acquisition, substantial rehab of existing housing		
<input type="checkbox"/> No	Acquisition, moderate rehab of existing housing		
<input type="checkbox"/> No	Acquisition, minimal or no rehab of existing housing		
<input type="checkbox"/> No	Adaptive re-use of non-residential structure		
10 . Proposed Housing Type			
Rental (except SRO or Assisted Living, see below)			
11 . Project Description:			
Number of buildings:		1	
<p>Project is comprised of the demolition of the obsolete 60-unit 6-building Col. Floyd Apartments and new construction of a 115-unit 6-story mid-rise elevated high efficiency building with administrative offices and common rooms on the ground and first level, courtyard and gardens, 23 parking units, pick up area as Phase I. Phase II, to be financed separately at a later time, will be comprised of 24 one-bedroom units in a 5-story elevated structure. Access to common rooms in Phase I, courtyard and gardens will be provided through a condominium structure.</p>			
12 . Development Schedule:			
Application Date	Original	Revised	Optional user comments
Construction Loan Closing	1/21		
Initial Loan Closing (MHFA only)	10/22		
Construction Start			
50% Construction Completion	11/22		
Construction Completion	9/23		
First Certificate of Occupancy	7/24		
Final Certificate of Occupancy	7/24		
Sustained Occupancy	7/24		
	10/24		



*32 Marion Street Phase I or name TBD**Application Date: 1/21**Revised Date: 12/21/2020*

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## 13 . Unit Mix:

	Low-Income Rental Assisted	Low-Income below 50%	Low-Income below 60%	Other Income (User-defined)	Market Rate	Total Units
SRO						0
0 bedroom						0
1 bedroom	55					55
1 bedroom	60					60
3 bedrooms						0
4 bedrooms						0
<b>Total Units</b>	115	0	0	0	0	115
<b>Home Units*</b>						0

\*HOME units included in the above totals. Other Income=Below of median income

## 14 . Unit Size in square feet:

	Low-Income Rental Assisted	Low-Income below 50%	Low-Income below 60%	Other Income (User-defined)	Market Rate	Average All Incomes
SRO						N/A
0 bedroom						N/A
1 bedroom	618.0					618
1 bedroom	618.0					618
3 bedrooms						N/A
4 bedrooms						N/A

## 15 . Number of bathrooms in each unit:

	Low-Income Rental Assisted	Low-Income below 50%	Low-Income below 60%	Other Income (User-defined)	Market Rate	Average All Incomes
SRO						N/A
0 bedroom						N/A
1 bedroom	1.0					1.0
1 bedroom	1.0					1.0
3 bedrooms						N/A
4 bedrooms						N/A

## 16 . Funding Applied For:

Please check all the funding that is being applied for at this time, with this application:

DHCD Tax Credit Allocation ..... Yes  
 Category ..... 4% LIHTC  
 Category ..... HOME/HSF/AHT

HOME Funding through DHCD ..... Yes

Massachusetts Housing Finance Agency (select all that apply):

Official Action Status ..... Yes  
 Construction Financing/Bridge Financing..... Yes  
 Permanent Financing ..... Yes

Massachusetts Housing Partnership (MHP) Fund:

Permanent Rental Financing Program ..... No

Massachusetts Housing Investment Corporation (select all that apply):

Debt Financing ..... No  
 Tax Credit Equity Investment ..... No

Boston Department of Neighborhood Development (DND): No

Other ..... Yes  
 Other..... Brookline Housing Trust Fund  
 Other..... MassDevelopment  
 Other.....





17. Number of buildings planned:	Total	New	
		Construction	Rehabilitation
a. Single-Family	0		
b. 2-4 Family	0		
c. Townhouse	0		
d. Low/Mid rise	1	1	
e. High-rise	0		
f. Other	0		
TOTAL	1	1	0

18. Number of units:

19. Gross Square Footage

a. Residential	120,546	120,546	
b. Commercial	-	-	

20. Net Rentable Square Footage:

	Total		Percent of Gross
a. Residential	71,070	s.f.	59%
b. Commercial		s.f.	N/A

21. Number of handicapped accessible units  Percent of total

22. Fire Code Type

23. Will building(s) include elevators?  How many?

24. Are the following provided with the housing units:

a. Range? .....	Yes
b. Refrigerator? .....	Yes
c. Microwave? .....	No
d. Dishwasher? .....	No
e. Disposal? .....	No
f. Washer/Dryer Hookup? .....	No
g. Washer & Dryer? .....	No
h. Wall-to-wall Carpet? .....	No
i. Window Air Conditioner? ..	No
j. Central Air Conditioning? ..	Yes

Gas or electric?

Optional user comments

25. Are the following included in the rent:

a. Heat? .....	Yes
b. Domestic Electricity? .....	Yes
c. Cooking Fuel? .....	Yes
d. Hot Water? .....	Yes
e. Central A/C, if any? .....	Yes

26. Type of heating fuel:

27. Total no. of parking spaces:  Outdoor:  Enclosed:

28. Number of parking spaces exclusively for the use of tenants:

a. Residential	Total: <input type="text" value="23"/>	Outdoor: <input type="text" value="23"/>	Enclosed: <input type="text" value="0"/>
----------------	--	--	--

b. Commercial

Total:

9.0A.

Outdoor:

Enclosed:

32 Marion Street Phase I or name TBD

Application Date: 1/21

Revised Date: 12/21/2020

29 . Will rehabilitation require the relocation of existing tenants?

Yes

*Please include relocation plan as Exhibit 13.*

30 . Scope of rehabilitation: Please describe the following (or type N/A).

a. Major systems to be replaced:

Not applicable

b. Substandard conditions and structural deficiencies to be repaired:

Not applicable

c. Special features/adaptations for special needs clients to be housed:

Not applicable

31 . Are energy conservation materials in excess of the Building Code?

a. Insulation ..... No

b. Windows ..... No

c. Heating system ..... Yes

R-Value or type?

### Information On Site And Existing Buildings

32 . Size of Site:

Square Feet

52,096

Acres

1.20

33 . Wetlands area:

34 . Buildable area:

#### Existing Conditions:

35 . What is the present use of the property?

Affordable senior/disabled rental housing

36 . Number of existing structures:

6

37 . Gross s.f. of existing structures:

33,934

38 . If rehabilitation:

a. Number of existing residential units/bedrooms:

number of units num. of bedrooms

NA

b. Number of units/bedrooms currently occupied:

NA

39 . If site includes commercial space:

a. Square footage of existing commercial space:

NA

square feet

b. Square footage currently occupied:

NA

square feet

40 . What are the surrounding land uses?

Multifamily and residential

#### Utilities:

41 . Are the following utilities available on the site:

a. Sanitary sewer?

Yes

b. Storm sewer?

Yes

c. Public water?

Yes

d. Electricity?

Yes

e. Gas?

Yes

If any of the above are not available, is plan attached explaining how such service will be extended to the site?

N/A

**Zoning:**

*Please include information on the property zoning in Exhibit 3. This should include a zoning map, highlighting any special use or dimensional restrictions on the property. If the present zoning does not allow for the proposed use, please explain current status and how approvals will be obtained.*

42 . Does the present zoning allow the proposed development? ☐ Yes ☒ No

43 . Have you applied for a zoning variance, change, special permit or subdivision? ☐ Yes ☒ No

44 . Do you anticipate applying for a comprehensive permit under Chapter 774? ☒ Yes ☐ No

**Site Control:**

45 . What form of site control do you have?

*Include copies of the appropriate site control documents as part of Exhibit 4.*

46 . Please provide details about your site control agreement.

a. Name of Seller:	
b. Principals of seller corporation:	
c. Type of Agreement:	
d. Agreement Date:	
e. Expiration Date:	
f. Purchase price if under agreement:	
g. Is there any identity of interest between buyer and seller?	<input type="text" value=""/>

47 . In the past three years, have there been any defaults on any mortgage on the property or any other forms of financial distress?

48 . Are there any outstanding liens on the property?

**Amenities and Services:**

49 . Please indicate distance from site and locate on city/town map (Exhibit 1).

	Distance	
a. Shopping facilities .....	0.50	miles
b. Schools .....	0.75	miles
c. Hospitals .....	1.00	miles
d. Parks and recreational facilities .....	0.20	miles
e. Police station .....	0.50	miles
f. Fire station .....	0.50	miles
g. Public transportation .....	0.50	miles
h. Houses of worship .....	0.50	miles
i. City/Town Hall .....	0.50	miles



**Environmental Information**

- 50 . Is there any evidence of underground storage tanks or releases of oil or hazardous materials, including hazardous wastes, on the site or within close proximity to the site?
- 51 . Has a Chapter 21E assessment been performed?
- 52 . Does the project consist of either: (a) new construction of more than 100 units; or (b) substantial rehabilitation of more than 200 units, or where more than 10% new floor space is added?
- An Environmental Notification Form (ENF) will most likely be required.  
Has an ENF been filed?
- 53 . Does the building require lead paint abatement?
- 54 . Does the building require asbestos abatement?
- 55 . Do radon tests show radon levels exceeding four picocuries/liter?
- 56 . Is there any evidence that the premises are insulated with urea formaldehyde foam (UFFI)?
- 57 . Is the site located in an historic district, or contain buildings listed or eligible for listing in the State Register of Historic Places?
- 58 . Are there any above ground storage containers with flammable or explosive petroleum products or chemicals within 1/2 mile of the site?
- 59 . Is the site located in a floodplain or wetlands area?
- 60 . Does the site contain endangered animal or plant species?
- 61 . Is the site subject to noise impact from jet airports within five miles, major highways within 1,000 feet, or rail traffic within 3,000 feet?

# Section 2

## DEVELOPMENT TEAM SUMMARY

## 62 . Developer/Sponsor Type

Limited dividend partnership

## 63 . Developer/Sponsor:

Form of Legal Entity

Public Housing Authority

Legal Name

Brookline Housing Authority

Address

90 Longwood Avenue

Brookline, MA 02446

Contact Person

Maria T Maffei, Director of Redevelopment

617-515-8022

E-mail

mmaffei@brooklinehousing.org

## 64 . Owner/Mortgagor:

Legal Name

TBD

Address

90 Longwood Avenue

Brookline, MA 02446

Has this entity already been formed?

No

Principals

Brookline Housing Authority

Principals

Contact Person

90 Longwood Avenue

Telephone No. / Fax. No.

Brookline, MA 02446

E-mail

malperin@brooklinehousing.org

## 65 . General Partner:

Legal Name

TBD

Address

90 Longwood Avenue, Brookline, MA 02446

Has this entity already been formed?

No

Principal (if corporate)

Brookline Housing Authority

Contact Person

Michael Alperin, Executive Director

% of Ownership

Telephone No. / Fax. No.

617-277-2022

E-mail

malperin@brooklinehousing.org

## 66 . General Partner:

Legal Name

Address

Has this entity already been formed?

No

Principal (if corporate)

Contact Person

% of Ownership

Telephone No. / Fax. No.

E-mail

**67 . Development Consultant:**

Legal Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Nina Schwarzschild	
150 Upland Road	
Cambridge, MA 02140	
Nina Schwarzschild	
617-945-3222	
nina@schwarzschild.com	

**68 . Contractor:**

Name  
Address  
  
Fed Tax ID #  
Contact Person  
Telephone No. / Fax. No.  
E-mail

TBD	

**69 . Architect:**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Davis Square Architects	
240A Elm Street	
Cambridge, MA 02144	
Cliff Boehmer	
617-628-5700	
cboehmer@davissquare.com	

**70 . Management Agent:**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Brookline Housing Authority	
90 Longwood Avenue	
Brookline, MA 02446	
Michael Alperin	
Brookline, MA 02446	
malperin@brooklinehousing.org	

**71 . Attorney (Real Estate):**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Nolan Sheehan Patten LLP	
101 Federal Street, 18th Floor	
Boston, MA 02110	
Hannah Kilson	
617-419-3178	
kilson@nspllp.com	

**72 . Attorney (Tax):**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Nolan Sheehan Patten LLP	
101 Federal Street, 18th Floor	
Boston, MA 02110	
Hannah Kilson	
617-419-3178	
kilson@nspllp.com	

**73 . Syndicator:**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

TBD	



**74 . Guarantor:**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Brookline Housing Authority	
90 Longwood Avenue	
Brookline, MA 02446	
Michael Alperin, Executive Director	
617-277-2022	
malperin@brooklinehousing.org	

**75 . Service Provider or Coordinator:**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Brookline Housing Authority	
90 Longwood Avenue	
Brookline, MA 02446	
Michael Alperin, Executive Director	
617-277-2022	
malperin@brooklinehousing.org	

**76 . Marketing Agent:**

Name  
Address  
  
Contact Person  
Telephone No. / Fax. No.  
E-mail

Brookline Housing Authority	
90 Longwood Avenue	
Brookline, MA 02446	
Michael Alperin, Executive Director	
617-277-2022	
malperin@brooklinehousing.org	

77 .

*Other role* Name  
Address

Contact Person  
Telephone No. / Fax. No.  
E-mail


78 .

*Other role* Name  
Address

Contact Person  
Telephone No. / Fax. No.  
E-mail


79 . Is there any identity of interest between any members of the development team?

 Yes

Brookline Housing Authority is the current owner/manager of the property and will be the project sponsor, guarantor, manager, and own a controlling interest in the managing member of the new owner/borrower.

80 . Please describe the relationship of the development entity to sponsoring organizations. Is the entity newly-formed or to-be-formed? Is it a single-purpose corporation? How will the parent corporation provide support to this entity? Include an organizational chart showing other affiliates of the parent corporation, as appropriate, and principals of each.

Brookline Housing Authority is the current owner/manager of the property and will be the project sponsor, guarantor, manager, and own a controlling interest in the managing member of the new owner/borrower.

# 9.A. Section 3 SOURCES AND USES OF FUNDS

## Sources of Funds

**Private Equity:**

81 . Developer's Cash Equity	\$
82 . Tax Credit Equity (net amount) (See line 360, Section 5, page 18.)	\$20,883,600
83 . Developer's Fee/Overhead, Contributed or Loaned	\$
84 . Other Source:	\$

*Optional user calculations*


**Public Equity:**

85 . HOME Funds, as Grant	\$
86 . Grant:	\$
87 . Grant:	\$
88 . Total Public Equity	\$0

**Subordinate Debt (see definition):**

	Amount	Rate	Amortiz.	Term
89 . Subordinate Debt	\$6,525,000	6.00%	40	40
Source: Town of Brookline				
90 . Subordinate Debt	\$3,140,174	2.00%	40	40
Source: Massachusetts DHCD				
91 . Subordinate Debt	\$1,000,000	6.00%	40	40
Source: Massachusetts AHT and/or AHPD				
92 . Subordinate Debt	\$0	%	yrs.	yrs.
Source:				
93 . Subordinate Debt	\$0	%	yrs.	yrs.
Source:				
94 . Total Subordinate Debt	\$10,665,174			

**Permanent Debt (Senior):**

	Amount	Rate	Override	Amortiz.	Term	MIP
95 . MHFA MHFA Program 1						
96 . MHFA MHFA Program 2	\$	%	%	yrs.	yrs.	%
97 . MHP Fund Permanent Loan	\$	%		yrs.	yrs.	%
98 . Other Permanent Senior Mortgage	\$	%		yrs.	yrs.	%
Source: TBD						
99 . Other Permanent Senior Mortgage	\$24,790,000	4.25%	%	35.00	35.00	0.000%
Source:						
100 . Total Permanent Senior Debt	\$24,790,000					

101 . Total Permanent Sources \$56,338,774

**Construction Period Financing:**

	Amount	Rate	Term
102 . Construction Loan	\$4,510,000	2.98%	36.0
Source: TBD			
Repaid at:	(event)		
103 . Other Interim Loan	\$0	%	mos.
Source:			
Repaid at:	(event)		
104 . Syndication Bridge Loan	\$0	%	mos.
Source:			
Repaid at:	(event)		



## Uses of Funds

## Direct Construction:

The Contractor certifies that, to the best of their knowledge, the construction estimates, and trade-item breakdown on this page are complete and accurate.

105 . Who prepared the estimates?

Name

Signature

106 . Basis for estimates?

Schematic Design

	DV	Trade Item	Amount	Description
107 .	3	Concrete		
108 .	4	Masonry		
109 .	5	Metals		
110 .	6	Rough Carpentry		
111 .	6	Finish Carpentry		
112 .	7	Waterproofing		
113 .	7	Insulation		
114 .	7	Roofing		
115 .	7	Sheet Metal and Flashing		
116 .	7	Exterior Siding		
117 .	8	Doors		
118 .	8	Windows		
119 .	8	Glass		
120 .	9	Lath & Plaster		
121 .	9	Drywall		
122 .	9	Tile Work		
123 .	9	Acoustical		
124 .	9	Wood Flooring		
125 .	9	Resilient Flooring		
126 .	9	Carpet		
127 .	9	Paint & Decorating		
128 .	10	Specialties		
129 .	11	Special Equipment		
130 .	11	Cabinets		
131 .	11	Appliances		
132 .	12	Blinds & Shades		
133 .	13	Modular/Manufactured		
134 .	13	Special Construction		
135 .	14	Elevators or Conveying Syst.		
136 .	15	Plumbing & Hot Water		
137 .	15	Heat & Ventilation		
138 .	15	Air Conditioning		
139 .	15	Fire Protection		
140 .	16	Electrical		
141 .		Accessory Buildings		
142 .		Other/misc		
143 .		<b>Subtotal Structural</b>	\$0	
144 .	2	Earth Work		
145 .	2	Site Utilities		
146 .	2	Roads & Walks		
147 .	2	Site Improvement		
148 .	2	Lawns & Planting		
149 .	2	Geotechnical Conditions		
150 .	2	Environmental Remediation		
151 .	2	Demolition		
152 .	2	Unusual Site Cond		
153 .		<b>Subtotal Site Work</b>	\$0	
154 .		<b>Total Improvements</b>	\$0	
155 .	1	General Conditions	\$0	
156 .		<b>Subtotal</b>	\$0	
157 .	1	Builders Overhead	\$39,276,870	TOTAL
158 .	1	Builders Profit		
159 .		<b>TOTAL</b>	\$39,276,870	

160 Total Cost/square foot: \$325.82

Residential Cost/s.f.: \$325.82

**Development Budget:**

	Total	Residential	Commercial	Comments
161 . Acquisition: Land	\$0	\$0		
162 . Acquisition: Building	\$0	\$0		
163 . Acquisition Subtotal	\$0	\$0	\$0	
164 . Direct Construction Budget	\$39,276,870	\$39,276,870		(from line 159)
165 . Construction Contingency	\$3,927,687	\$3,927,687		10.0% of construction
166 . Subtotal: Construction	\$43,204,557	\$43,204,557	\$0	

**General Development Costs:**

167 . Architecture & Engineering	\$2,476,612	\$2,476,612		
168 . Survey and Permits	\$60,000	\$60,000		
169 . Clerk of the Works	\$75,000	\$75,000		incl Construction Testing
170 . Environmental Engineer	\$100,000	\$100,000		
171 . FF&E	\$110,000	\$110,000		
172 . Legal	\$230,000	\$230,000		
173 . Title and Recording	\$13,400	\$13,400		
174 . Accounting & Cost Cert.	\$60,000	\$60,000		
175 . Marketing and Rent Up	\$172,500	\$172,500		
176 . Real Estate Taxes	\$30,000	\$30,000		
177 . Insurance	\$272,818	\$272,818		
178 . Relocation	\$500,000	\$500,000		
179 . Appraisal	\$15,000	\$15,000		
180 . Security	\$0	\$0		
181 . Construction Loan Interest	\$2,122,365	\$2,122,365		
182 . Inspecting Engineer	\$42,500	\$42,500		
183 . Fees to:	\$199,215	\$199,215		Financing Application Fees
184 . Fees to:	\$291,305	\$291,305		Construction Lender
185 . MIP	\$0	\$0		
186 . Credit Enhancement Fees	\$95,902	\$95,902		LIHTC Fees
187 . Letter of Credit Fees	\$0			
188 . Other Financing Fees	\$0			
189 . Development Consultant	\$150,000	\$150,000		
190 . Other:	\$50,000	\$50,000		Utility Back Charges
191 . Other:	\$0			
192 . Soft Cost Contingency	\$353,300	\$353,300		5.0% of soft costs
193 . Subtotal: Gen. Dev.	\$7,419,917	\$7,419,917	\$0	

194 . Subtotal: Acquis., Const and Gen. Dev.	\$50,624,474	\$50,624,474	\$0	
--	--------------	--------------	-----	--

195 . Capitalized Reserves	\$1,314,300	\$1,314,300		
196 . Developer Overhead	\$2,200,000	\$2,200,000		
197 . Developer Fee	\$2,200,000	\$2,200,000		

198 . Total Development Cost	\$56,338,774	\$56,338,774	\$0	TDC per unit	\$489,902
199 . TDC, Net	\$55,024,474	\$55,024,474	\$0	TDC, Net per unit	\$478,474



**Additional Detail on Development Pro-Forma:**

200 . Gross Syndication Investment

**Off-Budget Costs:****Syndication Costs:**

201 . Syndication Legal

202 . Syndication Fees

203 . Syndication Consultants

204 . Bridge Financing Costs

205 . Investor Servicing (capitalized)

206 . Other Syndication Expenses

207 . Total Syndication Expense

208 . Current Reserve Balance

**Reserves (capitalized):**

209 . Development Reserves

210 . Initial Rent-Up Reserves

211 . Operating Reserves

212 . Net Worth Account

213 . Other Capitalized Reserves

214 . Subtotal: Capitalized Reserves

215 . Letter of Credit Requirements

216 . Total of the Above

**Check: Line 214 is the same as line 195.**

Please Answer The Following	Dev. Reserves	Initial Rent-Up	Op. Reserves	Net Worth	Other	Letter of Credit
Who requires the reserves?						
Who administers the reserves?						
When and how are they used?						
Under what circumstances can they be released?						

**Unit Sales (For Sale Projects Only):**

217 . Gross Sales From Units

218 . Cost of Sales (Commissions, etc.)

219 . Net Receipt from Sales

**Debt Service Requirements:**

220 . Minimum Debt Service Coverage

221 . Is this Project subject to HUD Subsidy Layering Review?

*Optional user comments*

Annual Operating Exp.:		Total	Residential	Commercial	Comments
250 . Management Fee		\$113,321	\$113,321		
251 . Payroll, Administrative		\$74,750	\$74,750		
252 . Payroll Taxes & Benefits, Admin.		\$41,113	\$41,113		
253 . Legal		\$5,750	\$5,750		
254 . Audit		\$17,250	\$17,250		
255 . Marketing		\$8,970	\$8,970		
256 . Telephone		\$0	\$0		
257 . Office Supplies		\$11,500	\$11,500		
258 . Accounting & Data Processing		\$10,120	\$10,120		
259 . Investor Servicing		\$5,750	\$5,750		
260 . DHCD Monitoring Fee		\$3,450	\$3,450		
261 . Other:		\$0	\$0		
262 . Other:		\$0	\$0		
263 . Subtotal: Administrative		\$178,653	\$178,653	\$0	
264 . Payroll, Maintenance		\$86,250	\$86,250		
265 . Payroll Taxes & Benefits, Admin.		\$47,438	\$47,438		
266 . Janitorial Materials		\$28,750	\$28,750		
267 . Landscaping		\$86,250	\$86,250		Front Line and Contract Costs
268 . Decorating (inter. only)		\$11,500	\$11,500		
269 . Repairs (inter. & ext.)		\$11,500	\$11,500		
270 . Elevator Maintenance		\$11,500	\$11,500		
271 . Trash Removal		\$0	\$0		
272 . Snow Removal		\$8,625	\$8,625		
273 . Extermination		\$8,625	\$8,625		
274 . Recreation		\$0	\$0		
275 . Other:		\$17,250	\$17,250		HVAC, Fire Protection
276 . Subtotal: Maintenance		\$317,688	\$317,688	\$0	
277 . Resident Services		\$147,890	\$147,890		
278 . Security		\$0	\$0		
279 . Electricity		\$138,000	\$138,000		
280 . Natural Gas		\$115,000	\$115,000		
281 . Oil		\$0	\$0		
282 . Water & Sewer		\$97,750	\$97,750		
283 . Subtotal: Utilities		\$350,750	\$350,750	\$0	
284 . Replacement Reserve		\$43,125	\$43,125		
285 . Operating Reserve		\$0	\$0		
286 . Real Estate Taxes		\$23,000	\$23,000		
287 . Other Taxes		\$0	\$0		
288 . Insurance		\$92,000	\$92,000		
289 . MIP		\$0	\$0		
290 . Other:		\$0	\$0		
291 . Subtotal: Taxes, Insurance		\$115,000	\$115,000	\$0	
292 . TOTAL EXPENSES		\$1,266,426	\$1,266,426	\$0	

32 Marion Street Phase I or name TBD

Application Date: 1/21 Revised Date: 12/21/2020





## OPERATING PRO-FORMA

## Operating Income

**Rent Schedule:**

	Contract Rent	Utility Allowance	Total Gross Rent	No. of Units
222 . Low-Income (Rental Assisted):				
SRO			\$0	0
0 bedroom			\$0	0
1 bedroom BHA S.8 PBV	\$2,116	\$0	\$2,116	55
1 bedroom S.18 S.8 TPV	\$2,116	\$0	\$2,116	60
3 bedrooms			\$0	0
4 bedrooms			\$0	0
223 . Low-Income (below 50%):				
SRO			\$0	0
0 bedroom			\$0	0
1 bedroom			\$0	0
1 bedroom			\$0	0
3 bedrooms			\$0	0
4 bedrooms			\$0	0
224 . Low-Income (below 60%):				
SRO			\$0	0
0 bedroom			\$0	0
1 bedroom			\$0	0
1 bedroom			\$0	0
3 bedrooms			\$0	0
4 bedrooms			\$0	0
225 . Other Income (User-defined)				
SRO			\$0	0
0 bedroom			\$0	0
1 bedroom			\$0	0
1 bedroom			\$0	0
3 bedrooms			\$0	0
4 bedrooms			\$0	0
226 . Market Rate (unrestricted occupancy):				
SRO				0
0 bedroom				0
1 bedroom				0
1 bedroom				0
3 bedrooms				0
4 bedrooms				0

**Commercial Income:**

227 . Square Feet:  @  /square foot =

**Parking Income:**

228 . Spaces:  @  /month x 12 =

32 Marion Street Phase I or name TBD

Application Date: 1/21 Revised Date: 12/21/2020





**Other Operating Expense Assumptions****Trending Assumptions for Expenses**

	Year 2	Year 3	Years 4-5	Years 6-20
293 . Sewer & Water .....	2.0%	2.0%	2.0%	2.0%
294 . Real Estate Taxes .....	3.0%	3.0%	3.0%	3.0%
295 . All Other Operating Expenses .....	2.0%	2.0%	2.0%	2.0%

**Reserve Requirements:**

296 . Replacement Reserve Requirement	\$0.00	per unit per year
297 . Operating Reserve Requirement	\$0.00	per unit per year

**Debt Service:**

		Annual Payment
298 . MHFA	MHFA Program 1	N/A
299 . MHFA	MHFA Program 2	N/A
300 . MHP Fund Permanent Loan		N/A
301 . Other Permanent Senior Mortgage		N/A
Source:	N/A	
302 . Other Permanent Senior Mortgage		\$1,362,143
Source:	N/A	
303 . <b>Total Debt Service (Annual)</b>		\$1,362,143
304 . <b>Net Operating Income</b>	\$1,566,588	(in year one)
305 . <b>Debt Service Coverage</b>	1.15	(in year one)

**Affordability: Income Limits and Maximum Allowable Rents**

306 . County  MSA

**This MSA does not match the county you have chosen**

307 . **Maximum Allowed Rents, by Income, by Unit Size:**

Income Limits last updated on

	Maximum Income			Maximum Rent (calculated from HUD income data)		
	50%	60%	0%	50%	60%	0%
SRO	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!
0 bedroom	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!
1 bedroom	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!
1 bedroom	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!
3 bedrooms	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!
4 bedrooms	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!	#VALUE!
Area median income for a family of	#VALUE!					

308 . **H.U.D. "Fair Market Rents" (Maximum):**

0 bedroom	#VALUE!
1 bedroom	#VALUE!
2 bedrooms	#VALUE!
3 bedrooms	#VALUE!
4 bedrooms	#VALUE!
5 bedrooms	#VALUE!

FMR Information last updated on



**Operations before this transaction:**

				Operations after:		
Type	Number	Current Rent	Annualized Income	Number	Future Rents	Market Rent GPR
309. SRO	0	0	0	0	0	0
310. 0 bedroom	0	0	0	0	0	0
311. 1 bedroom	55	0	0	55	0	0
312. 1 bedroom	60	0	0	60	0	0
313. 3 bedrooms	0	0	0	0	0	0
314. 4 bedrooms	0	0	0	0	0	0
315. <b>Gross Potential Rental Income</b>			0			0

316 . Vacancy	0%	0	Vacancy	3%	-87,619
317 . Other Income		0	Other Income		0
318 . Effective Gross Income		0	Effective Gross Income		-87,619

### Operating Expenses

	Year	Reason	% Change	Year
319 . Management fee	0			113,321
320 . Administration	0			178,653
321 . Maintance/Operations	0			317,688
322 . Resident Services	0			147,890
323 . Security	0			0
324 . Utilities	0			350,750
325 . Replacement Reserve	0			43,125
326 . Operating Reserve	0			0
327 . Real Esate Taxes	0			23,000
328 . Insurance	0			92,000
329 . <b>Total Expenses</b>	0			1,266,426

330 . Net Operating Income	0	Net Operating Income	-1,354,044
----------------------------	---	----------------------	------------

**331 . Transaction Description:**

--

### Optional user calculations

[illegible]

## Section 5

## LOW INCOME HOUSING TAX CREDITS

## Percent of Project Which Qualifies for Tax Credit

332 . Low-Income Units .....	<input type="text" value="115"/>	Total Units:	<input type="text" value="115"/>
333 . Percent of Units .....	<input type="text" value="100.0%"/>		
334 . Low-Income Square Feet .....	<input type="text" value="71,070"/> s.f.	Total Area:	<input type="text" value="71,070"/> s.f.
335 . Percent of Area .....	<input type="text" value="100.0%"/>		
336 . Applicable Percentage .....	<input type="text" value="100.0%"/>	(This is the lower of lines 333 and 335 above.)	
337 . Is the project utilizing tax-exempt financing?	<input type="text" value="Yes"/>		
338 . Does the project qualify for an acquisition credit?	<input type="text" value="No"/>		
339 . Does the rehabilitation qualify for a 9% rather than 4% credit?	<input type="text" value="No"/>		
340 . How much financing is nonqualified (federally subsidized?)	<input type="text" value="\$"/>		
341 . What grant funds must be subtracted from acquisition basis?	<input type="text" value="\$"/>		
342 . What grant funds must be subtracted from rehabilitation basis?	<input type="text" value="\$"/>		
343 . Will the project have a minimum of 20% of units for households earning less than 50% of median, or 40% for less than 60% of median?	<input type="text" value="40% Of Units"/>		

## Historic Tax Credit:

344 . Does the project qualify for historic tax credits?	<input type="text" value="No"/>
345 . What are the rehabilitation costs which are not qualified for historic credits?	<input type="text" value="Not Applicable"/>

## Project Qualification for 130%:

346 . Is the project located in a "qualified census tract" or in a "difficult to develop" area?	<input type="text" value="Yes"/>
---	----------------------------------

## Calculation of Maximum Tax Credit Amount

	Acquisition Credit	Rehabilitation Credit
347 . Total Eligible Development Costs	<input type="text" value="\$3,350"/>	<input type="text" value="\$51,228,058"/>
348 . Less: Portion of Grants Allocated to Basis	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>
349 . Less: 20% Historic Rehab Credit Basis Reduction	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>
350 . Less: Nonqualified source of financing	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>
351 . Subtotal: Eligible Basis	<input type="text" value="\$3,350"/>	<input type="text" value="\$51,228,058"/>
352 . "Hard to develop" area	<input type="text" value="100%"/>	<input type="text" value="130%"/>
353 . Percent Low-Income	<input type="text" value="100.0%"/>	<input type="text" value="100.0%"/>
354 . Applicable Rate	<input type="text" value="4416600.00%"/>	<input type="text" value="3.20%"/>
355 . Maximum Annual Tax Credit Amount	<input type="text" value="\$0"/>	<input type="text" value="\$2,131,087"/>
356 . Total Annual Tax Credit Amount		<input type="text" value="\$2,131,087"/>
357 . Estimated Net LIHTC Syndication Yield	<input type="text" value="\$ -"/> rate per \$	<input type="text" value="\$0"/>
358 . Est. Net Historic Tax Credit Syndication Yield	<input type="text" value="\$ -"/> rate per \$	<input type="text" value="\$0"/>
359 . Total Estimated Net Tax Credit Syndication Yield (based on above)	<input type="text" value="99.99%"/>	<input type="text" value="\$0"/>
360 . Applicant's Estimate of Net Tax Credit Equity.		<input type="text" value="\$20,883,600"/> (from line 82)

[Note: This page represents a rough estimate of low income credits for which this project may be eligible. It does not represent a final determination.]



## Section 5

## LOW INCOME HOUSING TAX CREDITS

## Percent of Project Which Qualifies for Tax Credit

332 . Low-Income Units .....	<input type="text" value="115"/>	Total Units:	<input type="text" value="115"/>
333 . Percent of Units .....	<input type="text" value="100.0%"/>		
334 . Low-Income Square Feet .....	<input type="text" value="71,070"/> s.f.	Total Area:	<input type="text" value="71,070"/> s.f.
335 . Percent of Area .....	<input type="text" value="100.0%"/>		
336 . Applicable Percentage .....	<input type="text" value="100.0%"/>	(This is the lower of lines 333 and 335 above.)	
337 . Is the project utilizing tax-exempt financing?	<input type="text" value="Yes"/>		
338 . Does the project qualify for an acquisition credit?	<input type="text" value="No"/>		
339 . Does the rehabilitation qualify for a 9% rather than 4% credit?	<input type="text" value="No"/>		
340 . How much financing is nonqualified (federally subsidized?)	<input type="text" value="\$"/>		
341 . What grant funds must be subtracted from acquisition basis?	<input type="text" value="\$"/>		
342 . What grant funds must be subtracted from rehabilitation basis?	<input type="text" value="\$"/>		
343 . Will the project have a minimum of 20% of units for households earning less than 50% of median, or 40% for less than 60% of median?	<input type="text" value="40% Of Units"/>		

## Historic Tax Credit:

344 . Does the project qualify for historic tax credits?	<input type="text" value="No"/>
345 . What are the rehabilitation costs which are not qualified for historic credits?	<input type="text" value="Not Applicable"/>

## Project Qualification for 130%:

346 . Is the project located in a "qualified census tract" or in a "difficult to develop" area?	<input type="text" value="Yes"/>
---	----------------------------------

## Calculation of Maximum Tax Credit Amount

	Acquisition Credit	Rehabilitation Credit
347 . Total Eligible Development Costs	<input type="text" value="\$3,350"/>	<input type="text" value="\$51,228,058"/>
348 . Less: Portion of Grants Allocated to Basis	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>
349 . Less: 20% Historic Rehab Credit Basis Reduction	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>
350 . Less: Nonqualified source of financing	<input type="text" value="\$0"/>	<input type="text" value="\$0"/>
351 . Subtotal: Eligible Basis	<input type="text" value="\$3,350"/>	<input type="text" value="\$51,228,058"/>
352 . "Hard to develop" area	<input type="text" value="100%"/>	<input type="text" value="130%"/>
353 . Percent Low-Income	<input type="text" value="100.0%"/>	<input type="text" value="100.0%"/>
354 . Applicable Rate	<input type="text" value="4416600.00%"/>	<input type="text" value="3.20%"/>
355 . Maximum Annual Tax Credit Amount	<input type="text" value="\$0"/>	<input type="text" value="\$2,131,087"/>
356 . Total Annual Tax Credit Amount		<input type="text" value="\$2,131,087"/>
357 . Estimated Net LIHTC Syndication Yield	<input type="text" value="\$ -"/> rate per \$	<input type="text" value="\$0"/>
358 . Est. Net Historic Tax Credit Syndication Yield	<input type="text" value="\$ -"/> rate per \$	<input type="text" value="\$0"/>
359 . Total Estimated Net Tax Credit Syndication Yield (based on above)	<input type="text" value="99.99%"/>	<input type="text" value="\$0"/>
360 . Applicant's Estimate of Net Tax Credit Equity.		<input type="text" value="\$20,883,600"/> (from line 82)

[Note: This page represents a rough estimate of low income credits for which this project may be eligible. It does not represent a final determination.]

	Total Residential	Percentage of Costs Not in Depreciable Basis	Acquisition Credit Basis	Rehabilitation Credit Basis	Not In Basis
361 . Acquisition: Land	\$0				\$0
362 . Acquisition: Building	\$0		\$0	\$0	\$0
363 . Acquisition Subtotal	\$0		\$0	\$0	\$0
364 . Direct Construction Budget	\$39,276,870	5%	\$0	\$37,313,027	\$1,963,844
365 . Construction Contingency	\$3,927,687	5%	\$0	\$3,731,303	\$196,384
366 . Subtotal: Construction	\$43,204,557		\$0	\$41,044,329	\$2,160,228

**General Development Costs:**

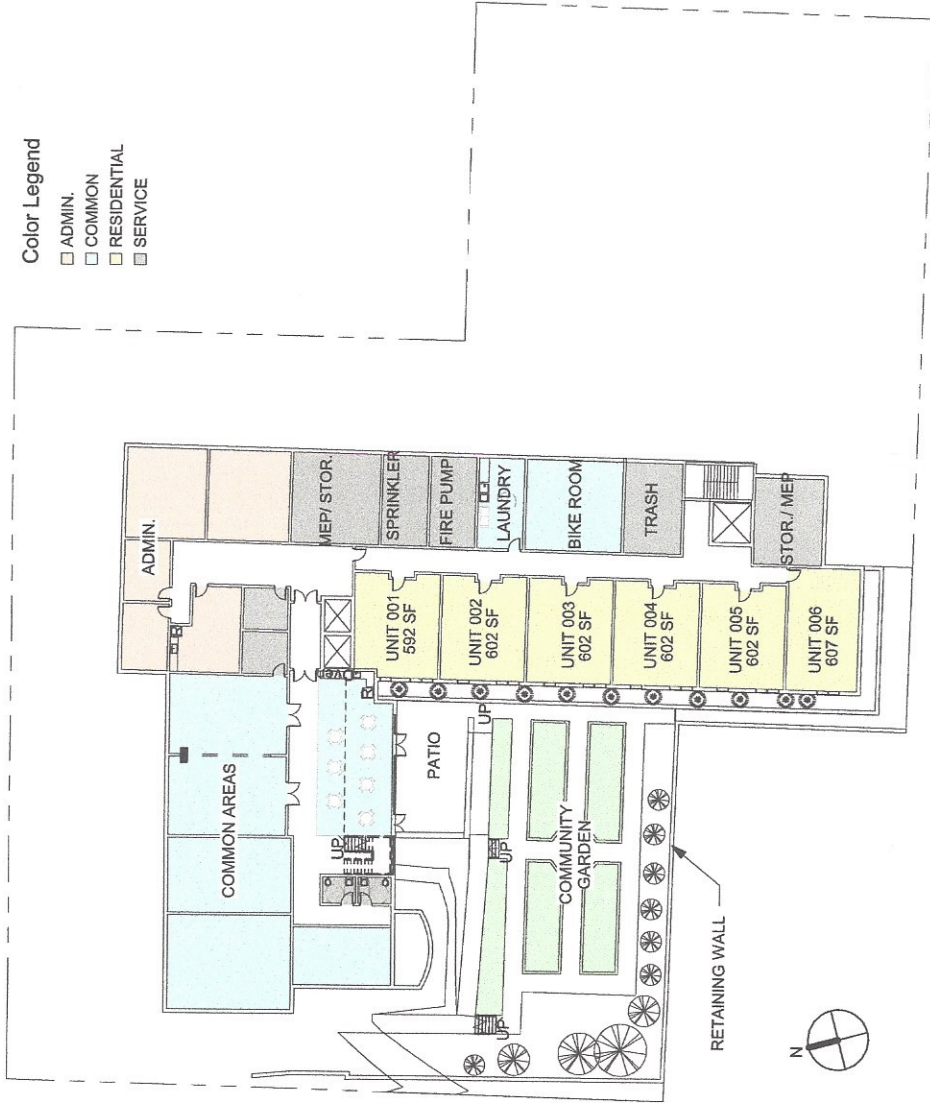
367 . Architecture & Engineering	\$2,476,612	0%		\$2,476,612	\$0
368 . Survey and Permits	\$60,000	0%		\$60,000	\$0
369 . Clerk of the Works/Testing	\$75,000	0%		\$75,000	\$0
370 . Environmental Engineer	\$100,000	0%		\$100,000	\$0
371 . FF&E	\$110,000	0%		\$110,000	\$0
372 . Legal*	\$230,000	50%	\$0	\$115,000	\$115,000
373 . Title and Recording	\$13,400	0%	\$3,350	\$10,050	\$0
374 . Accounting & Cost Certificat.	\$60,000	100%	\$0	\$0	\$60,000
375 . Marketing and Rent Up*	\$172,500	100%			\$172,500
376 . Real Estate Taxes*	\$30,000	100%	\$0	\$0	\$30,000
377 . Insurance	\$272,818	0%	\$0	\$272,818	\$0
378 . Relocation	\$500,000	10%	\$0	\$450,000	\$50,000
379 . Appraisal	\$15,000	0%	\$0	\$15,000	\$0
380 . Security	\$0	10%	\$0	\$0	\$0
381 . Construction Loan Interest*	\$2,122,365	25%	\$0	\$1,591,774	\$530,591
382 . Inspecting Engineer	\$42,500	0%	\$0	\$42,500	\$0
383 . Financing Fees* 0	\$199,215	100%	\$0	\$0	\$199,215
384 . Financing Fees*	\$291,305	100%	\$0	\$0	\$291,305
385 . MIP	\$0	100%	\$0	\$0	\$0
386 . Credit Enhancement Fees	\$95,902	100%	\$0	\$0	\$95,902
387 . Letter of Credit Fees*	\$0	0%	\$0	\$0	\$0
388 . Other Financing Fees*	\$0	0%	\$0	\$0	\$0
389 . Development Consultant	\$150,000	0%	\$0	\$150,000	\$0
390 . Other* .....	\$50,000	0%	\$0	\$50,000	\$0
391 . Other* .....	\$0	0%	\$0	\$0	\$0
392 . Soft Cost Contingency*	\$353,300	25%	\$0	\$264,975	\$88,325
393 . Subtotal: Gen. Dev.	\$7,419,917		\$3,350	\$5,783,729	\$1,632,838
394 . Subtotal: Acquis., Const., and Gen. Dev.	\$50,624,474		\$3,350	\$46,828,058	\$3,793,066
395 . Developer Overhead	\$2,200,000	0%	\$0	\$2,200,000	\$0
396 . Developer Fee/Profit	\$2,200,000	0%	\$0	\$2,200,000	\$0
397 . Capitalized Reserves	\$1,314,300	100%	\$0	\$0	\$1,314,300
398 . Total Development Cost	\$56,338,774				
399 . Total Net Development Cost	\$55,024,474				
400 . Total Eligible Tax Credit Basis	\$51,231,408		\$3,350	\$51,228,058	\$5,107,366

**Exhibit 5**

**Drawings**



Color Legend  
 ADMIN.  
 COMMON  
 RESIDENTIAL  
 SERVICE



1 PEL Garden Level  
 1/32" = 1'-0"

PROPOSED PARKING

TOTAL PARKING: 23 (6 HC PARKING SPACES)  
 DROP OFF SPACES: 2  
 PARKING RATIO: 0.20

UNIT MIX PHASE I

LEVEL	1BR UNITS
GARDEN LEVEL	6
FIRST FLOOR	12
SECOND FLOOR	20
THIRD FLOOR	20
FOURTH FLOOR	20
FIFTH FLOOR	20
SIXTH FLOOR	17
<b>TOTAL</b>	<b>115</b>

GARDEN LEVEL

COLONEL FLOYD APARTMENTS

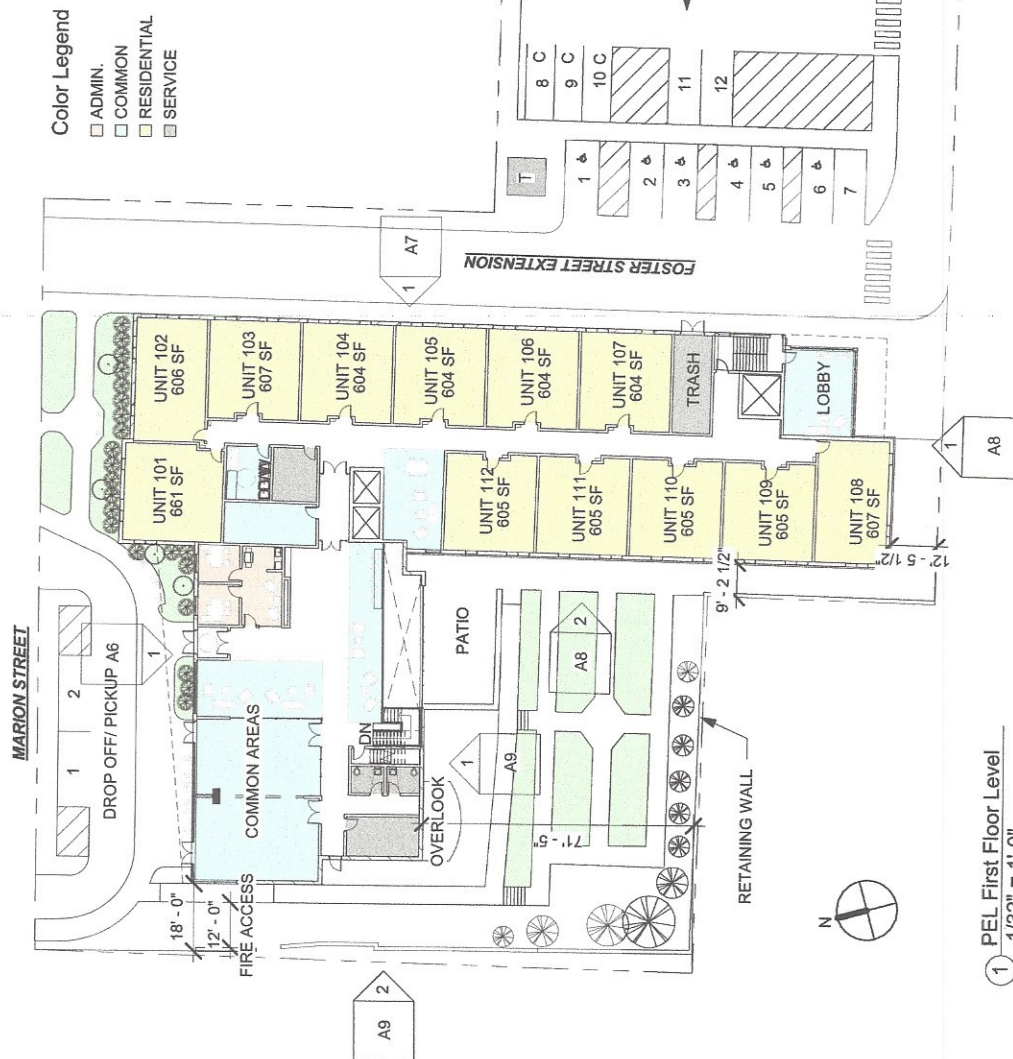
Project No.: 2020054.00 Date: 12/18/20

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 www.davissquarearchitects.com





FIRST FLOOR LEVEL

# COLONEL FLOYD APARTMENTS

Project No.: 2020054.00 Date: 12/18/20

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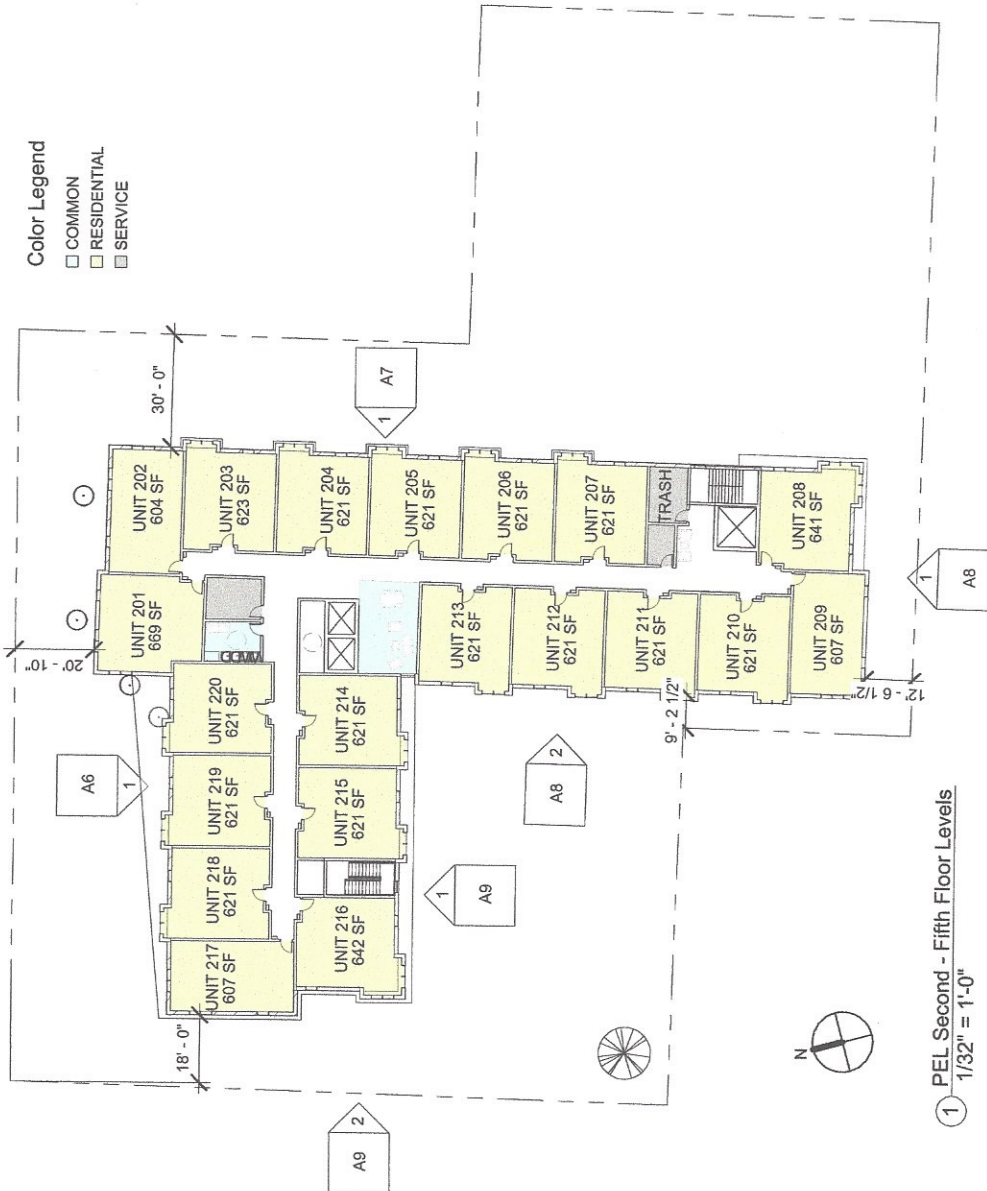
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 www.davissquarearchitects.com

**DAVIS  
 SQUARE  
 ARCHITECTS**

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TOTAL PARKING: 23 (6 HC PARKING SPACES)  
DROP OFF SPACES: 2  
PARKING RATIO: 0.20

<u>LEVEL</u>	<u>1BR UNITS</u>
GARDEN LEVEL	6
FIRST FLOOR	12
SECOND FLOOR	20
THIRD FLOOR	20
FOURTH FLOOR	20
FIFTH FLOOR	20
SIXTH FLOOR	17
<b><u>TOTAL</u></b>	115

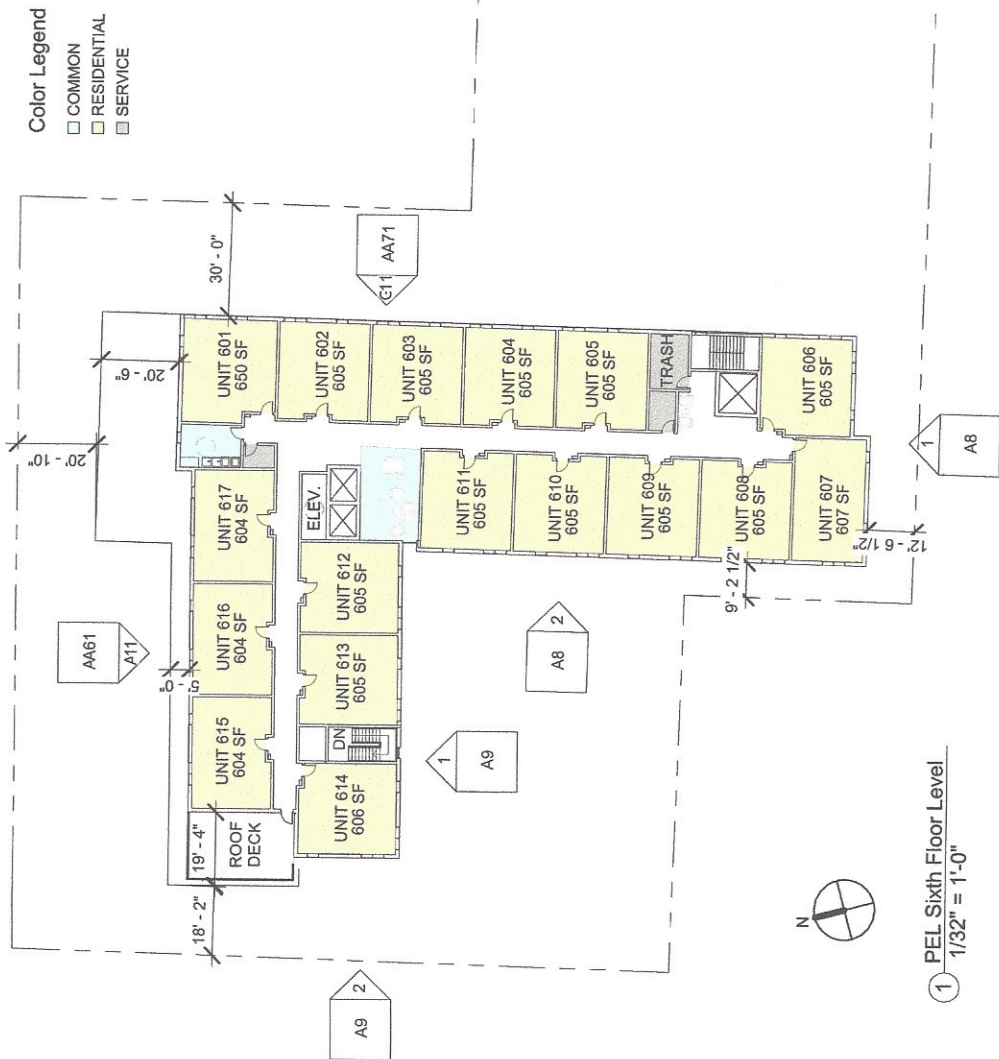


SECOND - FIFTH FLOOR LEVELS

① PEL Second - Fifth Floor Levels  
 $1/32" = 1'-0"$

240A Elm St., Somerville, MA 02144  
617.628.5700  
[www.davissquarearchitects.com](http://www.davissquarearchitects.com)

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ARCHITECTS



PROPOSED PARKING

TOTAL PARKING: 23 (6 HC PARKING SPACES)  
DROP OFF SPACES: 2  
PARKING RATIO: 0.20

UNIT MIX PHASE I

LEVEL	1BR UNITS
GARDEN LEVEL	6
FIRST FLOOR	12
SECOND FLOOR	20
THIRD FLOOR	20
FOURTH FLOOR	20
FIFTH FLOOR	20
SIXTH FLOOR	17
TOTAL	115

SIXTH FLOOR LEVEL

COLONEL FLOYD APARTMENTS

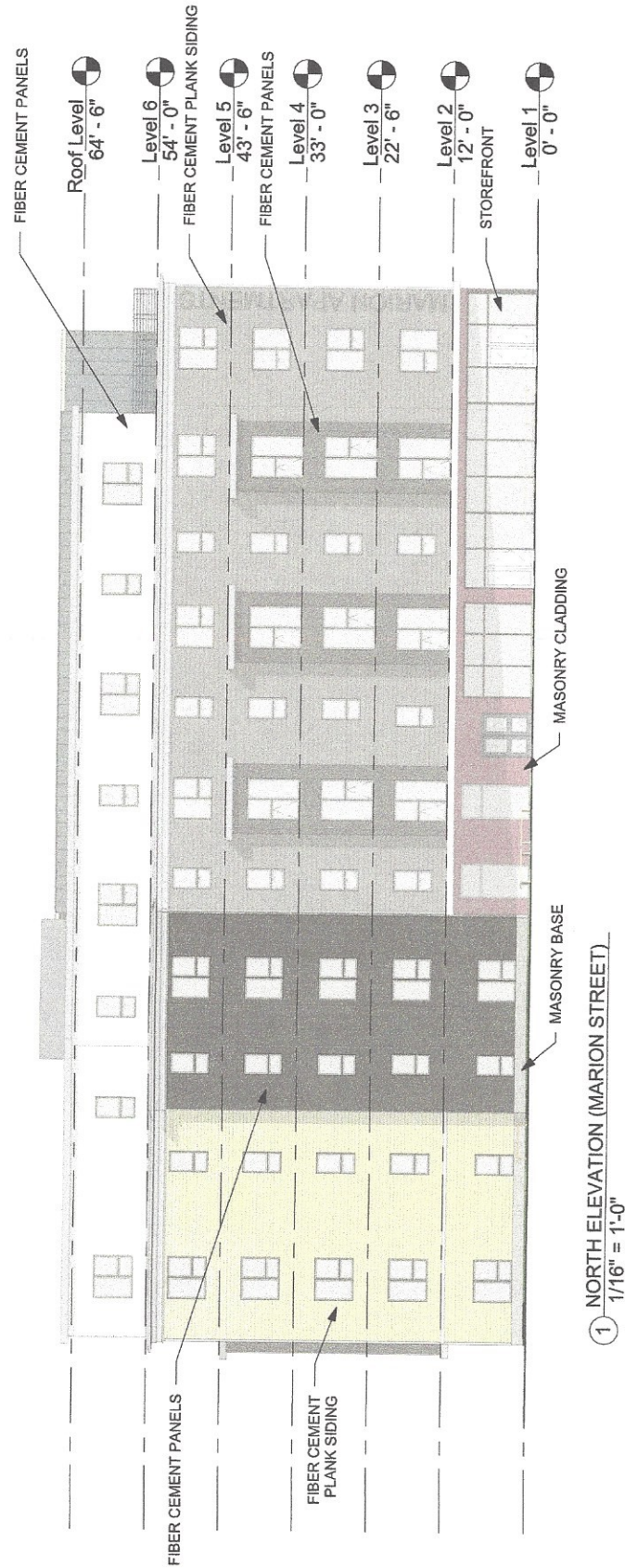
Project No.: 2020054.00 Date: 12/18/20

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PROPOSED BUILDING ELEVATIONS

# COLONEL FLOYD APARTMENTS

Project No.: 2020054.00 Date: 12/18/20

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Architectural drawing of the West Elevation (Foster St. Ext.) of a building. The drawing shows a multi-story facade with various window types and levels. The vertical scale on the right indicates levels from 0' - 0" to 64' - 6". The facade features a central section with large, dark-framed windows and side sections with smaller, lighter-framed windows. A storefront is indicated at the bottom right, and a masonry base is shown at the bottom left. The drawing is labeled "1 WEST ELEVATION (FOSTER ST EXT.)" and includes a scale of 1/16" = 1'-0".

### PROPOSED BUILDING ELEVATIONS

# COLONEL FLOYD APARTMENTS

Project No.: 2020054.00 Date: 12/18/20

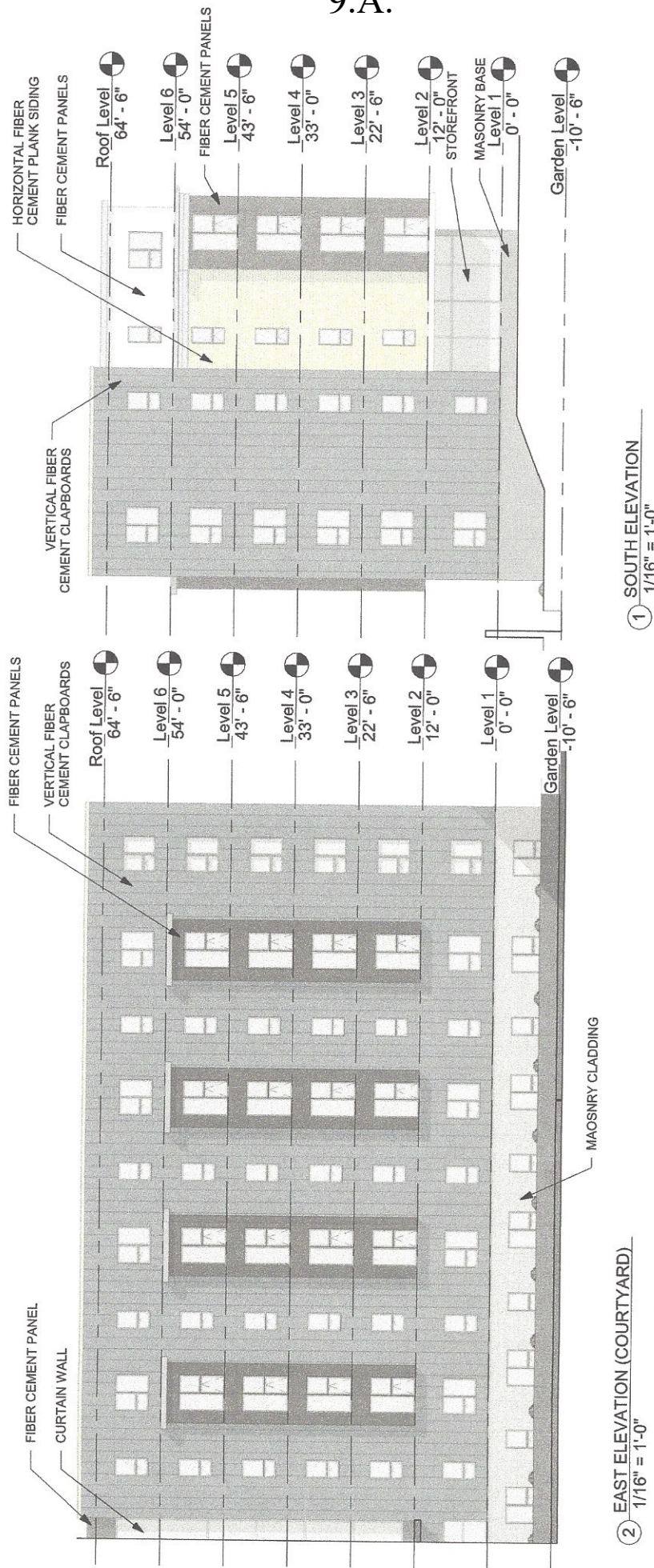
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1 WEST ELEVATION (FOSTER ST EXT.)  
1/16" = 1'-0"





PROPOSED BUILDING ELEVATIONS

# COLONEL FLOYD APARTMENTS

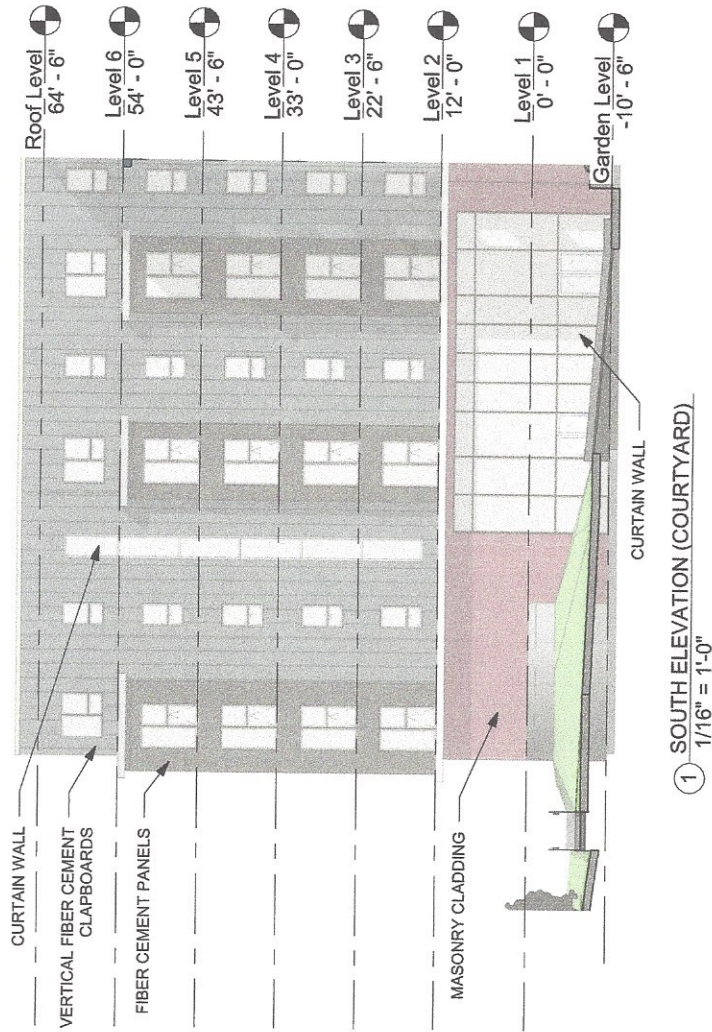
Project No.: 2020054.00 Date: 12/18/20

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# 9.A.



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PROPOSED BUILDING ELEVATIONS

## COLONEL FLOYD APARTMENTS

Project No.: 2020054.00 Date: 12/18/20

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**Exhibit 6**

**Approach to Building Massing**

Design Narrative  
32 Marion Street, Brookline

The primary design goal for the new two-phase development at the site of the existing Col. Floyd Apartments has been to work within the existing pattern of development in the immediately surrounding area in order to expand access to affordable housing without adversely impacting current neighbors. While the proposed new Phase I structure is larger than the existing buildings that are dispersed across the existing Colonel Floyd site, nearby sites either abutting or within 150 feet of the site have been developed with 4, 5, 6, and even 10 story buildings (see context images included in this application). The Phase II building, which is proposed to be 5 stories, is lower or comparable to the abutting structures to the east and north (6 and 5 stories respectively), and is significantly set back from the site to the south that is developed with a 2-story residential development.

Where the new Phase I structure abuts smaller buildings to the west and east on Marion Street, its impact has been mitigated through a combination of significant setbacks from the street (much larger than the existing Colonel Floyd buildings), increased side setbacks, as well as step-backs in the building massing to transition to the size of the neighboring buildings. In addition, an off-street drop-off site with several parking spaces is provided in the front of the building on Marion Street. This will eliminate traffic congestion and provide ample room for deliveries, emergency services and ride services like the MBTA Ride, the Senior Center shuttle, Uber, and Lyft ride services.

The scale of both of the proposed buildings is broken up by articulation of the footprint of the building where it meets the ground, as well as by projecting bays and horizontal layering, along with variations in materials and color throughout the building elevations that decrease its apparent length and height.

The primary façade along Marion Street of the Phase I structure is designed utilizing materials that are compatible with those of the neighboring and nearby buildings to the east and west on both sides of the street (masonry, clapboards, and smooth panels). The primary parking area for the development (unlike the existing conditions) is well off of Marion Street with the intention of enhancing the pedestrian experience.

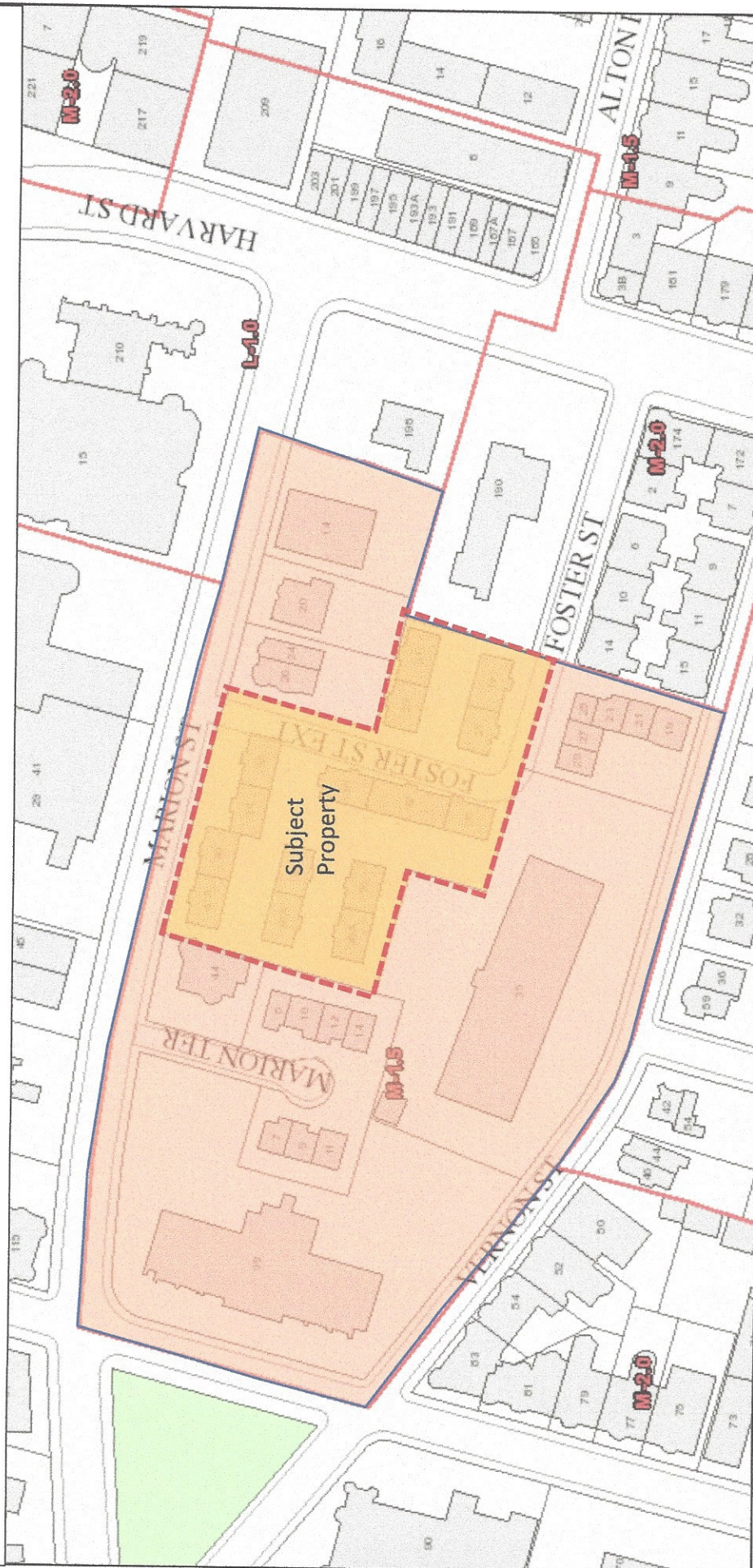
The proposed site plan takes advantage of the existing grading of the parcel, which drops approximately one story from the Marion Street frontage to the south side of the parcel on the western boundary. So while the height of parts of the south and west elevations of the proposed Phase I building rise to 7 stories, the grade plane of the neighboring 4-story building to the south is a full story higher.

**Exhibit 7**

**Zoning Map**



## Zoning Map for 32 Marion Street



## ZONING BY-LAW

## TOWN OF BROOKLINE, MA

Table 5.01 - Table Of Dimensional Requirements

DISTRICT	USE	LOT SIZE MINIMUM (sq. ft.)	FLOOR AREA RATIO MAXIMUM	PBI <sup>11</sup> NB ONLY	LOT WIDTH MINIMUM (feet)	HEIGHT <sup>8</sup> MAXIMUM	PBI <sup>12</sup>		MINIMUM YARD <sup>3</sup> (feet)			OPEN SPACE (% of gross floor area)	
							B	NB	Front <sup>16</sup>	Side <sup>2</sup>	Rear	Landsc.	Usable <sup>13</sup>
<b>M-1.5</b>	1-family detached dwelling	4,000	1.5	NA	40	35	NA	NA	15	7.5	30	10%	20%
	2-family detached dwelling	5,000	1.5	NA	45	35	NA	NA	15	10	30	10%	20%
	other dwelling structure	none	1.5	1.9	none	45 - 50	NA	60	Under 40': $\frac{H}{4}$ 40' & Over: $\frac{H}{6}$	$10 + \frac{L}{10}$	30	10%	15%
	Any other structure or principal use* *add 10 feet to each minimum yard requirement	5,000	1.5	1.9	none	45 - 50	NA	60	$\frac{H}{15}$ 40' & Over: $\frac{H}{10}$	$\frac{H+L}{6}$	$\frac{H+L}{6}$ But at least 30'	20%	none

**Exhibit 8**

**Waiver List**



Colonel Floyd  
32 Marion Street  
**PROPOSED PRELIMINARY WAIVER LIST**  
M-1.5 Zoning District  
December 24, 2020

**BROOKLINE ZONING BY-LAW**

Bylaw Section	Requirement	Requested Waiver(s)		Details of Proposal Requiring Waiver		Waiver Number
		Phase I	Phase II	Phase I	Phase II	
§4.07 – Table of Use Regulations	Multi-Family Uses USE 6	Waiver to allow the property to be used as a multi-family dwelling with accessory parking in two buildings		The Development is a multi-family housing development containing 115 rental units on a 52,096± sq. ft. lot. The Comprehensive Permit, as may be granted by Zoning Board of Appeals, shall provide all local permits per M.G.L. c. 40B § 20-23.	The Development is a multi-family housing development containing 24 rental units on a 52,096± sq. ft. lot. The Comprehensive Permit, as may be granted by Zoning Board of Appeals, shall provide all local permits per M.G.L. c. 40B § 20-23.	A
				Combined Phase I and Phase II: 139 Units		
Sec. 4.08	Affordable Housing Requirements	Use property for multi-family housing without a special permit and without complying with specific requirements.		The Development is a multi-family housing development under M.G.L. c. 40B and all affordable housing requirements are governed by the Comprehensive Permit.		B

Bylaw Section	Requirement	Requested Waiver(s)		Details of Proposal Requiring Waiver		Waiver Number
		Phase I	Phase II	Phase I	Phase II	
Sec. 5.03	Spacing of Residential Buildings on the Same Lot	Waiver requested from special permit requirement for setbacks		Proposal is to construct two main buildings to be built upon property in one ownership with setbacks as indicated in plans		C
Sec. 5.09	Design Review	Waiver of special permit for Design Review		The Development is a multi-family housing development under M.G.L. c. 40B		D
Sec. 5.20 Table §5.01	Maximum Floor Area	The lot has an allowed FAR of 1.5		With a total lot area of 52,096 sq ft, the Development will have a floor area ratio of approximately 2.31	With phase II, the Development will have a floor area ratio of approximately 2.76	E
		The total aggregate gross floor area allowed on the lot is 78,144 s.f.				
Sec. 5.30 Table §5.01	Maximum Height of Buildings	The maximum allowed height is 45'-50' , as measured from the mean natural grade elevation of 60.8' . (Sec. 5.30.1.a)		The maximum height of the Development will be 75'± 1	The maximum height of the Development will be 65'±	F

<sup>1</sup> Courtyard at rear of building is at a lower elevation which impacts the height as calculated by the Brookline Zoning Bylaw, the average height of the building will be <70'.



Bylaw Section	Requirement	Requested Waiver(s)		Details of Proposal Requiring Waiver		Waiver Number
		Phase I	Phase II	Phase I	Phase II	
Sec. 5.60 Table 5.01	Minimum Side Yard	$(H+L)/6$  Left side requirement = X $(63+75)/6 = 23$ (side adjacent to 44 Marion) $(47.5+75)/6 = 20.4'$ (side near 35 Vernon St)	$(H+L)/6$  Left side requirement = X $(92.6+65)/6 = 26.25$	Provide the following side yard setbacks: 18'-2"± at left side 9'-0" at left bottom side of lot	Provide a 5'-0"± side yard setback.	G
Sec. 5.70 Table 5.01	Minimum Rear Yard	$(H+L)/6$ or at least 30'.  The 30' requirement applies.	$(H+L)/6$ or at least 30'. $(65+60)/6 = 20.8'$  The 30' requirement applies.	Provide a 12'-5 1/2"± rear yard setback.	N/a or 5'-0" (side adjacent to back of 24 and 20 Marion St lots)	H
Sec. 5.70 Table 5.01	Minimum Front Yard	In the M-1.5 District, the front yard requirement is $15+(H/10)$ feet = 22.5'	In the M-1.5 District, the front yard requirement is $15+(H/10)$ feet = 21' $15+(65/10) = 21.5'$	Provide a 20'-10"± front yard setback (Marion Street)  Provide a 30'± front yard setback (Foster Street Ext)	Provide a 5'-0"± front yard setback.	I
Sec. 5.90 Table 5.01	Minimum Open Space (Landscaped)	10% of gross floor area (12,055 s.f.)	10% of gross floor area (2,307 s.f.)	The project will provide 12,114± s.f. in landscaped open space.		J

Bylaw Section	Requirement	Requested Waiver(s)		Details of Proposal Requiring Waiver		Waiver Number
		Phase I	Phase II	Phase I	Phase II	
		Combined Phase I and Phase II: 14,362		12,114 sf		
Sec. 5.91 Table 5.01	Usable Open Space	In M-1.5, requirement is 15% of GFA (18,082 s.f.)	In M-1.5, requirement is 15% of GFA (3,460 s.f.)	The project will provide 6,667 s.f. of usable open space.		K
		Combined Phase I and Phase II: 21,542 s.f.				
Sec. 5.09	Design Review	Design Review requirements not applicable under M.G.L. c. 40B, excluding landscaping, stormwater and utility, which shall comply.		Comprehensive Permit, as may be granted by Zoning Board of Appeals shall provide all local permits per M.G.L. c. 40B § 20-23.		L
Sec. 6.02	Off-Street Parking Space Regulations	Parking Requirements in the Transit Parking Overlay District: 1.4 spaces per one-bedroom unit Number of spaces required = 161	Parking Requirements in the Transit Parking Overlay District: 1.4 spaces per one-bedroom unit Number of spaces required = 34	Waiver to allow 28 parking spaces with a parking ratio of 0.2  (This project is for “congregate elderly housing” and the bylaw allows for 25% of the required spaces by special permit which would be 195 x 20%= 48.75 spaces)		M
		Waiver requested from 15% electric vehicle parking space requirement				
Sec 6.04.15	Electric Vehicles	Waiver from the standard stall width requirement of 8.5 feet.		Less than 15% electric vehicles		N
Section 6.04.2.a	Design of All Off-Street Parking Facilities			(8) Parking spaces 7’-6”x18’, (15) 8’-6”x18’		O



Bylaw Section	Requirement	Requested Waiver(s)		Details of Proposal Requiring Waiver		Waiver Number
		Phase I	Phase II	Phase I	Phase II	
Section 6.04.2.c	Design of All Off-Street Parking Facilities	Waiver from the minimum parking aisle width requirement of 23 feet.		The minimum aisle width for the parking spaces furthest to the rear will be 20'± wide.		P
Section 6.04.4.b	Design of All Off-Street Parking Facilities	Waiver from the minimum entrance and exit drive width requirement of 20 feet for two-way use.		Entrance and exit drive will be 17'-8"± wide at the street lot line		Q
Section 6.04.6.13	Design of all off-street parking facilities	At least 5% of the interior of a parking lot with 21 or more parking spaces shall be landscaped and continuously maintained. Planting along the perimeter of a parking area, whether for required screening or general beautification, shall not be considered as part of the 5% interior landscaping. The landscaping shall be distributed throughout the parking area and shall include trees as well as other plant material. Existing trees shall be preserved where possible. No planting bed shall have a width of less than 3 feet.		Waiver requested to allow the project to commence as proposed		R

Bylaw Section	Requirement	Requested Waiver(s)		Details of Proposal Requiring Waiver		Waiver Number
		Phase I	Phase II	Phase I	Phase II	
Section 6.04.5.b	Design of All Off-Street Parking Facilities	The surfaced area of all entrance and exit drives shall be set back a minimum of 10 feet from street lot lines and 5 feet from all other lot lines.		The entrance and exit drive will have a setback from the lot line: 0' at Foster St Extension (existing) 5' at Marion St lot line for drop off.		S
Sec. 6.05	Bicycle Space and Design Regulations	Spaces for off-street parking of bicycles shall be provided for the residents of each multifamily residential building in the amount of one space per five housing units or fraction thereof, not counting units having a ground floor entrance Spaces required = 23 for phase I, 5 for phase II (28 spaces total)		Number of bicycle spaces provided: 20 bicycle spaces provided at Phase I 0 parking spaces provided at Phase II* *Phase II residents can use bike parking at Phase I development.		T
Sec. 6.06	Off-street loading	Wavier requested from requirements of off-street loading		No off-street loading area provided		U
Sec. 7.01	Signage	Wavier requested from Sections 7.01		Allow for the erection of signage for both proposed buildings		V

## BROOKLINE GENERAL BY-LAWS

Bylaw Section	Requirement	Requested Waiver(s)	Details of Proposal Requiring Waiver	Waiver Number
Sec. 8.26	Stormwater Management	Waiver requested from Section 8.26.1-.3	Waiver requested to the extent necessary to allow to the plans submitted to be constructed including requirements under the 25-year storm requirements, and provisions of the tree removal/protection onsite	W
Sec. 8.27	Wetlands Protection	Waiver Requested from Sec 8.27 of the General by-laws	Waiver requested to the extent necessary to allow to the plans submitted to be constructed	X

In addition, the Applicant seeks such additional relief as may be necessary to conform the relief sought to the plans filed with this Application, as amended from time to time. Included within the relief sought are all ancillary, subsidiary, usual, customary or necessary permits in lieu of which the Board of Appeals may grant a Comprehensive Permit to the extent necessary to conform the relief granted to the plans submitted herewith, as amended.





Brookline Housing Authority

February 2, 2020

# Colonel Floyd Redevelopment Presentation







# Proposed Development

- 100% affordable housing for elderly and disabled persons
- Phase I includes 115 units of permanent housing  
- 60 renovated and 55 new units
- Phase II includes an additional 24 new units
- Modern apartments with improved common spaces and on-site services
- State of the art, high efficiency building

# The Redevelopment Team

- Brookline Housing Authority
- Davis Square Architects
- Nina Schwarzschild:  
Development Consultant
- Jennifer Dopazo Gilbert, Esq.:  
Law Office of Robert Allen
- Housing Opportunities  
Unlimited: Relocation  
Specialists
- Rebecca Bachand: Landscape  
Architect
- Wellesley Design Consultants:  
Senior Living Design
- Devellis Zrein Inc: Civil Engineer
- Souza True & Associates:  
Structural Engineer
- BLW Engineers: MEP/FP  
Engineers
- Vanesse & Associates: Traffic  
Consultants
- CLEAResult: Sustainability
- C3: Code Consultant
- Cranshaw Construction: Cost  
Estimation
- Lahlaf Geotechnical Consulting  
Inc: Geotechnical Engineer
- PEER Consultants PC:  
Environmental Engineer
- Feldman: Surveyor

# Resident Protections & Relocation

- All residents receive 90-day notice prior to relocation.
- Comparable temporary replacement housing – BHA or private.
- Payment of actual and reasonable relocation expenses.
- Assistance with packing, moving, switching accounts.
- All residents guaranteed to return to a new Colonel Floyd apartment.
- No change in rent paid during relocation and upon return.
- Tenant Protection Vouchers for each existing household.



## Project Efforts to Date

- Determination of obsolescence
- Town support and funding (Town Meeting & HAB)
- Team is on board
- Zoning process underway – PEL application
- First resident meeting 12/29/20
- Community meeting 1/13/21





Existing Site





Existing Site



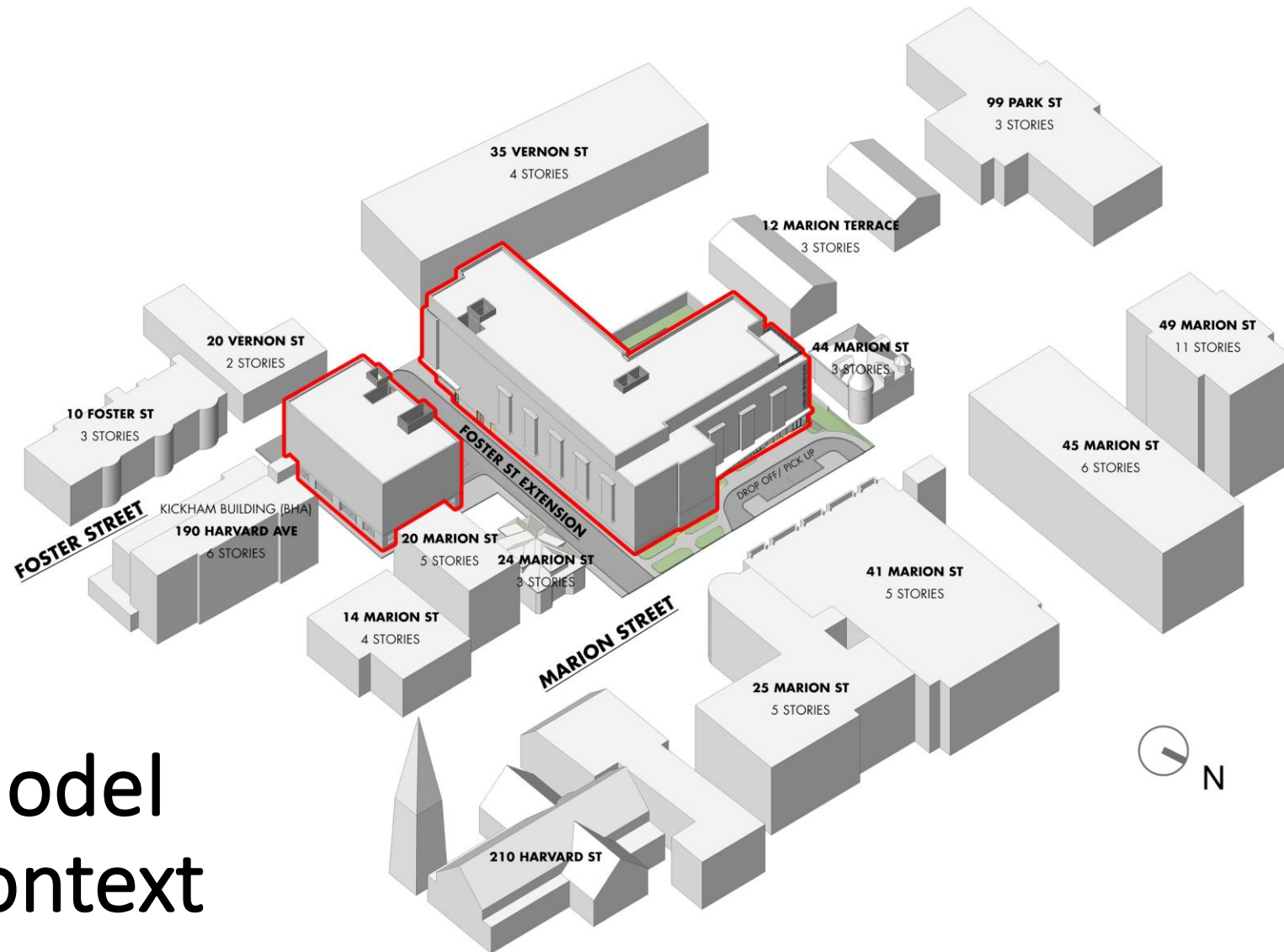


# Existing Site: Col. Floyd





# Proposed Site



# Massing Model and Site Context



9.A.



Marion Street Front Entry



View along Marion St - (looking east, towards Harvard St)



View along Marion St - (looking east, towards Harvard St)





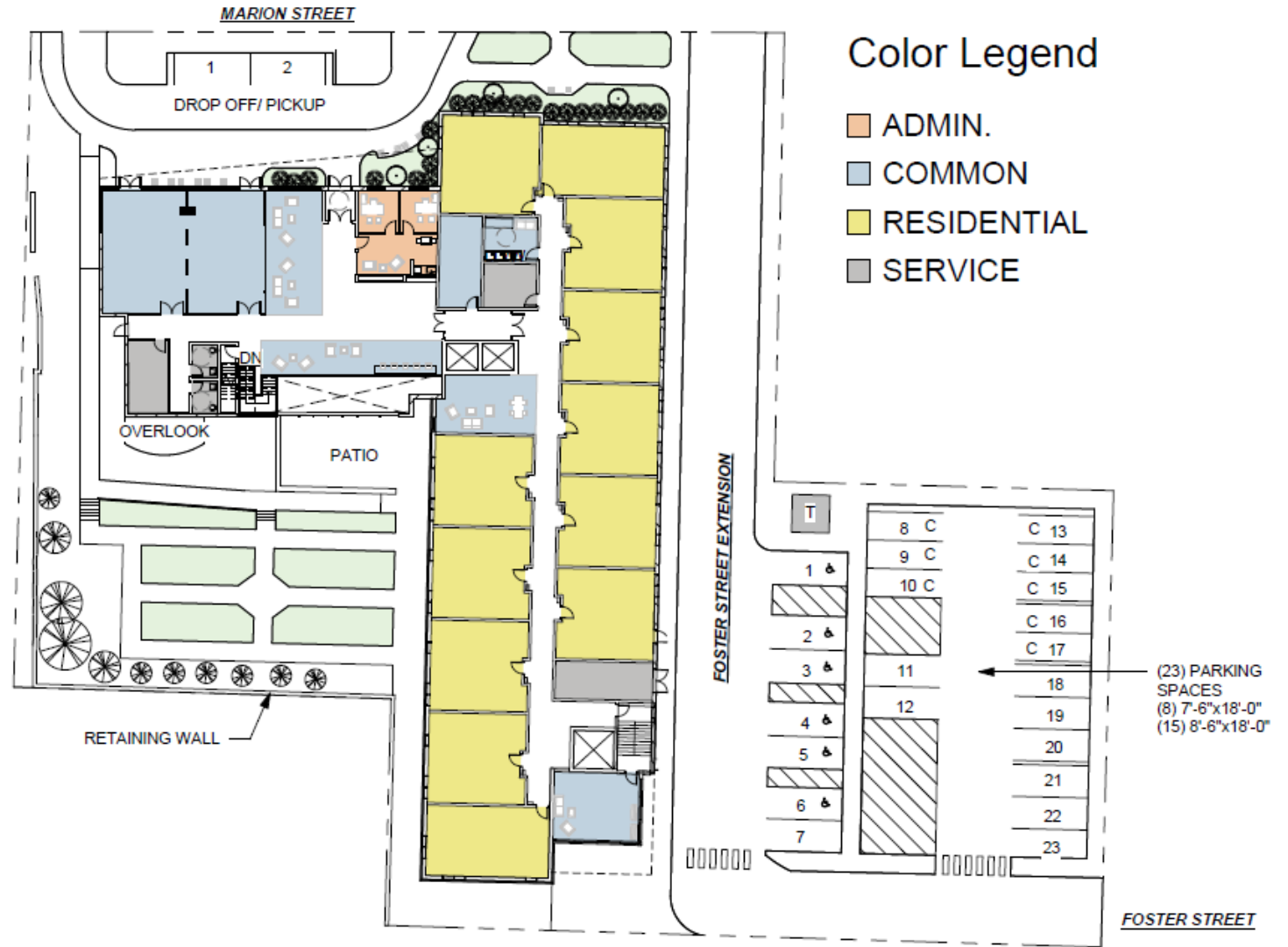
View along Marion St - (looking west, towards Park St)

9.A.

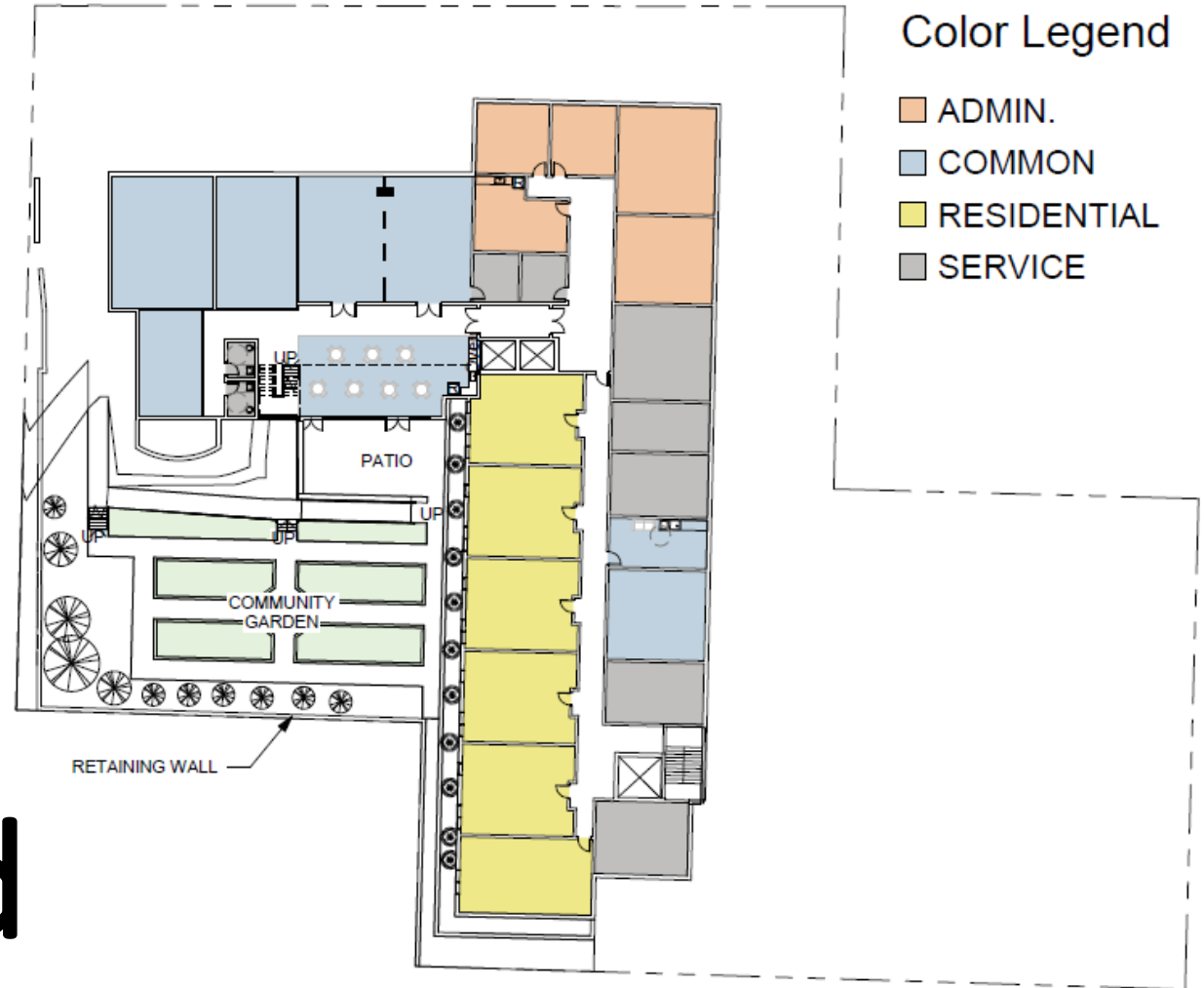


Marion Street Front Entry

# First Floor and Entry

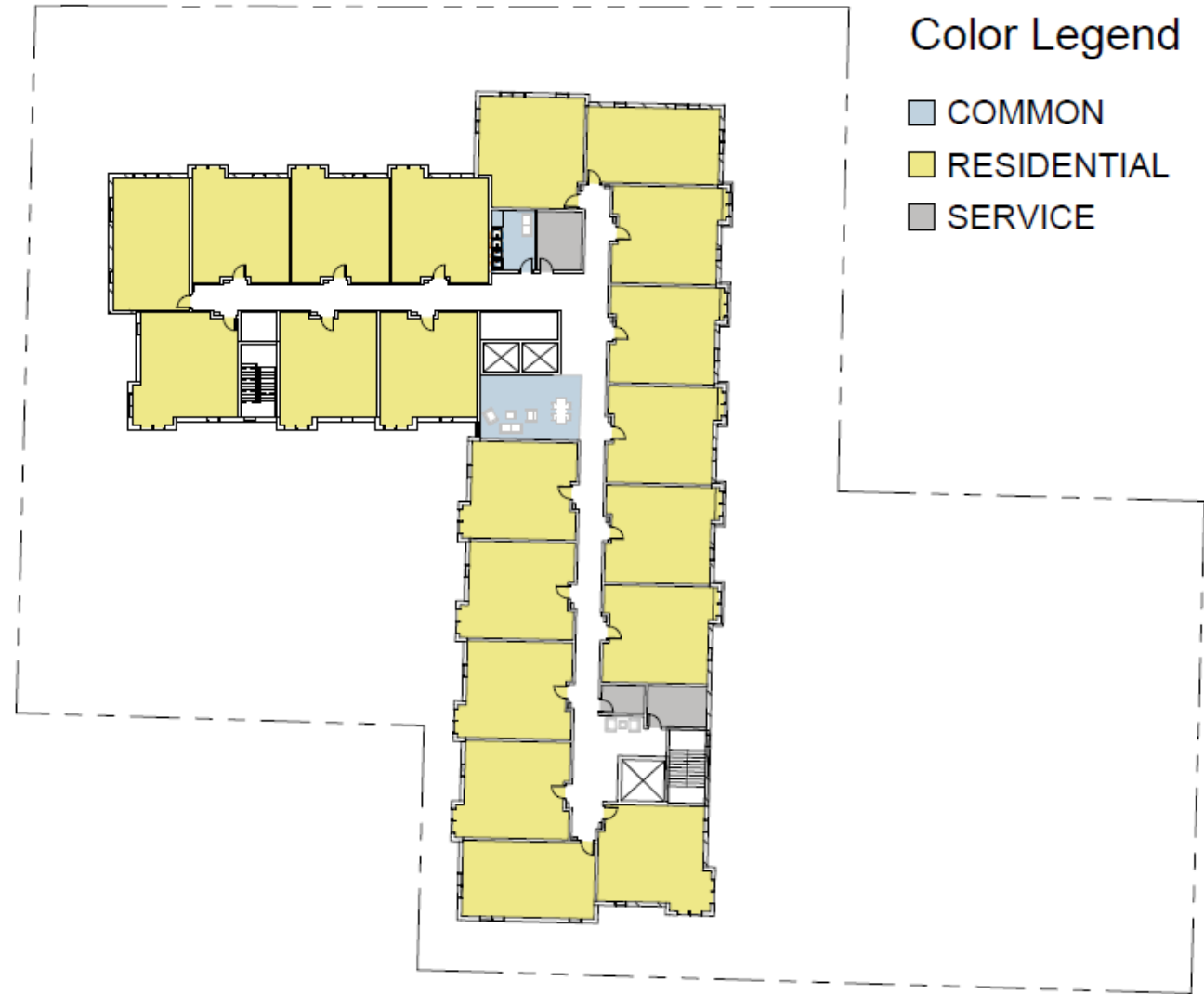


# Garden Level and Courtyard



9.A.

# Upper Floors Typical Plans



# Questions?

## Contact Information

617-981-9370

[colfloyd@brooklinehousing.org](mailto:colfloyd@brooklinehousing.org)





# Town of Brookline

## Massachusetts

### HOUSING ADVISORY BOARD

Roger F. Blood, Chair  
 Pam Goodman  
 Heather Hamilton  
 Steven A. Heikin  
 Michael H. Jacobs  
 Jonathan Klein  
 Rita McNally  
 Jennifer M. Raitt

333 Washington Street  
 Brookline, MA 02445  
 (617) 730-2130  
 FAX (617) 730-2442

To: Board of Selectmen

From: Housing Advisory Board

Re: 32 Marion Street – Project Eligibility Letter

Date: January 19, 2021

The Housing Advisory Board unanimously supports the Brookline Housing Authority's request for approval of site eligibility for its upcoming project at 32 Marion Street. The current property, a federally subsidized public housing development, contains 60 units in two-story, walk-up buildings which are in drastic need of modernization. The BHA's plan to replace these obsolete units with a total of 139 units over two phases of construction will provide much needed housing for low-income seniors that is both modern and conveniently located to public transportation, robust services, and medical facilities at the Longwood Medical area.

This project represents the third of six projects planned by the BHA to modernize and expand its federally-subsidized housing portfolio by leveraging HUD's Rental Assistance Demonstration and Section 18 Demo/Dispo programs as well as significant state subsidies. The Town has supported this preservation effort since its inception in 2016. In July of 2020, we closed on \$1.35 million in Town-controlled funding to support the substantial rehabilitation of 99 low-income housing units at 90 Longwood along with the BHA's offices. In total, the BHA's preservation initiative will ensure that over 500 affordable housing units will continue to serve Brookline's low-income senior population for many years to come.

## 9.A.

In the spring of 2020, Town Meeting approved a proposal to accept a \$6.525 million dollar payment from WellTower to the Town's Housing Trust to be earmarked for this project. These funds will be paid in order to fulfill WellTower's obligation under the Town's Inclusionary Zoning by-law for its planned independent and assisted living project at the former Newbury College campus on Fisher Hill. By utilizing these Town-controlled resources, the project will leverage significant state resources needed to rebuild and significantly add to the total number of units at 32 Marion Street.

Since early 2020, The Housing Authority has been actively planning for the project by engaging a project architect, undergoing financial modeling, and holding meetings with current tenants, neighborhood residents, and Town leaders to discuss the project's design and program. The BHA has also met several times with the HAB to discuss progress as well as with the Massachusetts Department of Housing and Community Development which will act as the Subsidizing Agency and provide much-needed state subsidies.

The Housing Advisory Board has encouraged the BHA to propose a project that maximizes the number of new affordable units while doing so under a design and scale concept that is congruent with the scale of development in the surrounding area. The HAB believes that, under this plan, the BHA has done both.

The Housing Advisory Board strongly urges the Select Board to support this PEL request and encourages the Board to convey its support for the project to DHCD and the Town's Zoning Board of Appeals. The opportunity for securing state subsidies within the next funding round will be contingent on the ZBA permitting the project by October of this year.

Thank you for your consideration and we look forward to working with the Select Board and the BHA to bring this important project to fruition over the next several years.

February , 2021

Rebecca Frawley Wachtel, Director  
Low Income Housing Tax Credit Program  
Department of Housing & Community Development  
100 Cambridge Street  
Third Floor  
Boston, Massachusetts 02114

RE: Proposed 40B—32 Marion Street Brookline MA

Dear Ms. Frawley:

Thank you for the opportunity to provide comments on the application for Site Approval submitted by the Brookline Housing Authority (BHA) to construct a project consisting of a total of 139 low-income rental units at 32 Marion Street.

The Select Board has requested comments from municipal departments, boards and commissions and held a public hearing on February 2<sup>nd</sup> to solicit input from interested parties. I am attaching written comments submitted to the Select Board relative to this application.

The Select Board is pleased to not only support this application but to strongly encourage that DHCD issue favorable and expeditious approval to proceed. The proposed construction of a new facility on the grounds of the current Col. Floyd Apartments represents an exciting opportunity to significantly improve and expand our supply of affordable housing units for seniors and the disabled. This project will build upon a strong and long-term partnership between the Town of Brookline and BHA. As you are aware, the Town anticipates committing \$6.525 million in Housing Trust Funds to this project based on recent Town Meeting approval of a private development project. These funds, provided by the developer of a senior life care facility in fulfillment of the Town's Inclusionary Zoning requirements, were expressly negotiated by the Town with the intent of dedicating them to the Col. Floyd senior housing project.

The Board would like to take this opportunity to acknowledge the thoughtful design of the project that seeks to respect the abutting properties and neighborhood. We are confident that the applicant will work with the Zoning Board of Appeals (ZBA) to address any issues that may emerge relative to this application. Planning Department staff will reach out to the BHA to explain what the Town typically requests be included in a Comprehensive Permit application.

Thank you for your consideration. We look forward to continuing to work with the BHA, ZBA and DHCD to make this project a reality.

Sincerely,

Bernard Greene, Chair  
Brookline Select Board  
Attachments

**BROOKLINE TOWN MODERATOR****REQUEST TO CALL REMOTE ANNUAL TOWN MEETING**

To the Brookline Select Board:

Pursuant to and as described in section 8(a) of Chapter 92 of the Acts of 2020 of The Commonwealth of Massachusetts, I hereby request that the Select Board call for the Annual Town Meeting scheduled to be held on May 18, 2021, and any Special Town Meeting to be held concurrently with the Annual Town Meeting, to be held through remote participation. In connection with such request, I submit the following information:

1. I have determined that it is necessary and in the best interests of the Town, in view of the COVID-19 pandemic, that these Town Meetings be held through remote participation of the Town Meeting Members and other participants rather than as in-person meetings.
2. I have determined that the optimum remote participation platform to use for such meetings is a combination of the Zoom video system and telephone conference call. In addition, members of the general public who wish to view the proceedings may do so via the video streaming service provided by Brookline Interactive Group in real time at [brooklineinteractive.org/live](https://brooklineinteractive.org/live) or on RCN Channel 15 or Comcast Channel 23.
3. I confirm that I have consulted with the Town's Director of Health and Human services, who concurs with this request, and have consulted with the chair of the Brookline Commission on Disability concerning possible accommodations for persons with disabilities who wish to participate in these meetings.
4. I hereby certify that we have utilized the aforesaid video and telephone conferencing platforms at the 2020 Annual Town Meeting and the November 2020 Special Town Meetings, and that their use would satisfactorily enable the May 2021 meetings to be conducted in substantially the same manner as if the meetings occurred in person at the Brookline High School auditorium and in accordance with the operational and functional requirements of Chapter 92. Registered voters residing in the Town wishing to participate in these virtual meetings will be required to submit a request to participate to the Town Clerk not less than 48 hours in advance of the session in which they wish to participate, and the Town Clerk will verify the requester's voter registration status and provide the requester with instructions for participation.

Respectfully submitted,

/s/ Edward N. Gadsby, Jr.,

Town Moderator

January 13, 2021